

**ONGO HOMES LTD  
(FCA Mutuals Registration No 7639) (the Association)**

**Held at 2.05pm 11 September 2024  
Board Room, Ongo House, High Street, Scunthorpe, DN15 6AT and via MS Teams**

**MINUTES**

**Present:**

**Board:** Bob Walder (Chair), Steve Hepworth, John Wright (Teams), Rachel Cook (Teams), Mike Finister-Smith, Paula Gouldthorpe, Natalie Cresswell, Kacper Merta, Matt Sugden, Nicola Haywood-Cleverly (Teams), Judith Tomlinson, Tracy O'Neill.

**Officers:** Jo Sugden, Karen Cowan, Ashley Harrison, Kevin Hornsby, Bev Lewis, Fiona Ruddick (Minutes), Steve Ellard, Louise Usher, Mark Perrin (from 2.52pm), Nigel Saxby (from 2.53pm)

**Apologies:** Paul Warburton, Gerraint Oakley

**Absence:** None

**Also Present:** Lisa Whelan (Board Trainee), Charmaine Mande (Board Trainee), Thabiso Dube, Mick Warner (YD Consultants) (from 3.10pm)

**Observers:** Dawn Johnson (Tenant), Tracey Bain (Tenant), Ovidiu Staicu, Lesley Warburton (Staff)

**Time meeting opened:** 2.05pm

**Quorum:** It was reported that proper notice of the Meeting had been given in accordance with the Rules of Ongo Homes. A quorum being present, the Chair declared the meeting open.

**Declarations of Interest:** No declarations were made. It was noted the item on Board Membership involved several Board Members.

**1. Agenda item 3: Minutes of Previous Meetings and Matters Arising**

Minutes of the open meeting held on 1 July 2024 and notes from the Board Away Day held 18 June 2024 were agreed as a true and accurate record. Confidential minutes from 1 July 2024 were agreed subject to the addition of some wording to clarify which recommendations were by Committee and which from legal advisers. These minutes were then confirmed as a true and accurate record. Both sets of minutes and the notes for the Away Day would be signed by the Chair.

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

Updates on the action list were noted as per information within the meeting pack. A brief update was provided on Action 11/24.



### 3. **Agenda item 5: Chief Executive's Update**

*Summary: A presentation was given which delivered a high level overview of sector specific and internal Ongo issues for the Board to consider.*

Discussion points/questions:

- Steve Hepworth delivered the highlights of his presentation to the Board.
- Ongo has been asked to provide its building safety cases to the Building Safety Regulator. He asked if Board would like to see the cases before or after they were submitted. The Chair felt it would be appropriate for Board to see them within a few days of submission with an update at the next meeting.
- Action 15/24 related to how the Board could get more assurance on what tenants are saying. The presentation highlighted a number of ways Board can become more involved in Ongo's activities.
- There was a discussion around tenant scrutiny reports and whether they should come to Board. If an Operations Committee was established (as suggested in the later item on governance review), they could go there. A Member felt the reports should come to the Board.
- A Member felt it should be included in the appraisals for every individual Member to consider what they had done to understand the tenant voice. They felt the emphasis should be on the individual Members to find what works best for them.
- The South Yorkshire local growth plan was discussed and the challenge it presents to ensure it looks wider than Sheffield.
- In relation to our high rise buildings following the latest report on Grenfell, it was confirmed Ongo's high rises include sprinklers, fire alarm system and they have non-combustible cladding and insulation which has been independently tested.
- There are regular fire alarm tests and drills that take place. There are currently no right to buy or leaseholders in those buildings.
- Following Grenfell, those customers who could not self-evacuate were offered re-housing as a priority. There are PEEPs (personal emergency evacuation plan) in place and key information contained in PIB (premises information box).

**Agreed:** Board noted the presentation provided by the Chief Executive on issues within the sector and within Ongo and agreed to close action 15/24 following the discussions outlined above.

### 4. **Agenda Item 6: Maintenance Spotlight**

*Summary: We continue to see high levels of demand on the maintenance service which, coupled with inefficiency and a reliance on subcontractors, is placing financial pressure on the organisation. Improvements in call handling and customer satisfaction in the service illustrates the progress made over recent months. This report details a series of key themes that will be the focus of our attention over the remainder of this financial year to continue to improve the maintenance service and recover the financial position.*



Discussion points/questions:

- Steve Ellard introduced the report and explained that while demand is increasing across the housing sector for repairs and maintenance, Ongo's costs seem to be higher than others for no one single reason.
- His thoughts were Ongo does have the right resources but they are not being used efficiently.
- A Member asked if the increase in costs to the repairs service was being signalled to tenants. This was being shared with information due to go into the next Key News publication. A presentation has been made to Community Voice about the challenges.
- Tenants have been involved in work to review Ongo's lettable standard. These changes should make savings. The tenants involved in that review felt Ongo was too eager in what it offered.
- A Member asked if there was a process to establish tenant and landlord responsibilities around repairs. There is a tenancy agreement that sets this out, supported by a repairs policy. There are opportunities when a repair is reported to ask questions, following a repairs diagnostic tool.

**Agreed:** Board:

- considered and debated the current position with responsive repairs
- considered the key themes and activities identified in this report and debated if further actions or interventions were needed and concluded they were not.

**5. Agenda Item 7: Performance and Financial Report**

*Summary: Presented the operational and financial performance of Ongo Homes (and subsidiaries) for the period to July 2024. Costs must be actively controlled to ensure the overall budget for the year is achieved.*

Discussion points/questions:

- Mark Perrin explained the underlying effects of purchasing properties from Guinness on the budget.
- A Member asked if capital major works budget would be fully utilised during the year. Savings have already been identified from that budget which will offset overspend in other areas.
- A Member asked if there was any learning from the Guinness properties, in relation to the outstanding tenant arrears. Kevin Hornsby explained static arrears levels had been inherited. There are specific staff targeting these and £300k has been taken off the debt already. Any void properties acquired during the purchase have been fully let.
- Ongo was aware that Guinness ran at a higher level of rent arrears than Ongo and colleagues have already made positive steps to reduce this.
- Ashley Harrison explained there was a technical point to note around how long it took legal advisers and other parties to deal with some areas.

**Agreed:** Board:



- approved the management accounts of Ongo Homes (entity and group) for July 2024 and noted the contents of this report and associated information.
- noted the red status of one financial golden rule and amber status of two business plan stress test indicators for Ongo Homes.

## **6. Agenda item 8: Business Plan Update**

*Summary: To provide an update to Board on the current position of the business plan approved in May in relation to performance to July and current expectations for the remainder of 2024-25 and onward.*

Discussion points/questions:

- This report was written in response to action 12/24.
- Members were grateful to receive it and felt it was a clear comprehensive explanation around cost controls.
- It provided them with confidence, despite current high spend in some areas of the business.

**Agreed:** Board:

- considered the updated business plan information, discussed any actions arising from this and provided direction on the initial assumptions for the compilation of the 2025-26 plan.
- considered the reduction in interest cover covenant headroom as described in paragraph 4.1.3.a of the report and confirmed this was an acceptable outcome for 2024-25.

## **7. Agenda Item 8: Triennial Governance Review**

*Summary: The National Housing Federation (NHF) Code of Governance (2020) requires regular reviews of our effectiveness. Our standing orders require a triennial review of governance. The Governance and Remuneration committee is responsible for overseeing this piece of work. They have considered the draft report which is presented to Board for consideration.*

Discussion points/questions:

- Jo Sugden presented a summary of the report and Mick Warner from YDC was present.
- He explained overall the organisation is well governed and some recommendations were made in the interests of enhancing what is already in place.
- Members of the Governance & Remuneration Committee felt the review was good and in depth. At their meeting the Committee had focused on those recommendations where officers had not already suggested a response on the action. Some actions have already been implemented or officers felt they should and could be done so fairly easily.
- Board discussed the recommendation around the use of discretionary reading with one Member feeling this had been introduced previously as a result of another review where meeting packs were deemed too long. It was recognised this was a continual juggle; if something was key it should be included in the main pack. One Member felt there



should always be discretionary reading – for those who wanted to learn and understand more.

- The Chair thanked Mick Warner and Yvonne Davies for their work on the review.
- The recommended actions from the external governance review will be completed  
**Action 20/24**

**Agreed:**

- Discussed and considered the triennial external governance review report written by YD Consultants.
- Approved the recommendations as discussed in detail by the Governance & Remuneration Committee.

**8. Agenda Item 10: Customer Services Update**

*Summary: Provides an overview on key operational matters and the services we are providing to our customers; latest update in relation to complaints handling and the most recent Housing Ombudsman (HO) case and a general update around cases and actions Ongo has taken to comply and learn from complaints.*

Discussion points/questions:

- A Member commented the decrease in stage 2 complaints was positive. They asked what was being done to close the gap.
- Kevin Hornsby explained on a more practicable basis colleagues are providing more explanation around things which is benefitting.
- Steve Hepworth commented that customer satisfaction surveys are all digital and asked how Ongo learns from that. The information gained as part of the Tenant Satisfaction Measures (TSM) does not provide that insight.
- Another Member was interested in that and had wondered about further data correlation and satisfaction.
- Karen Cowan explained she does face to face consultations at sheltered schemes; one of a number of measures to try and find the “silence” and ensure the customer voice is heard. Earlier in the week a Leaseholder Workshop had been held. This was attended by 10% of Ongo’s leaseholders and participants were asked how they wanted to be engaged moving forward.
- A Member asked why Ongo does not do surveys of just the tenants who have complained. Steve Hepworth explained the TSM methodology does not allow this but future in-house surveys of just tenants who have complained could be undertaken.
- Ashley Harrison explained data on inclusivity around demographics is available and that more of this information should be reported back to Board and will link with Action 15/24.  
**Action 21/24.**
- Current figures show 35% of transactions are digital, Ongo has a focus to leave no one behind when it comes to digital.
- A recent change has taken place to re-prioritise how calls are handled within the Customer Experience team and for the opening hours of the team to change.



**Agreed:** Board considered the content of this report, noted the most recent Housing Ombudsman findings and confirmed they are satisfied with Ongo's plans around complaints and general approach to customer service.

#### 9. **Agenda Item 11: Year End Financial Statements**

*Summary: The Companies Act 2006 and Co-operative and Community Benefit Society Act 2014 require a set of audited statutory accounts to be prepared for each company within the Ongo Group. As Ongo Home Sales Limited and Ongo Commercial Limited are due to be removed from the register at Companies House, audited statutory accounts are not required to be prepared.*

Discussion points/questions:

- As Chair of Audit & Risk Committee, Mike Finister-Smith explained the statements are reviewed in depth by that Committee. They are reviewed in a lot of detail, with a meeting dedicated to just this item.
- The Committee found the relationship with Crowe as external auditors is strong and works well.
- Ashley Harrison explained the contract with Crowe has been extended, as permitted by the contract terms.
- A Member asked if there had been any changes since the statements were reviewed by the Committee. It was confirmed nothing had changed.
- A Member commented this was a good piece of work and congratulations should be passed to the team involved.

**Agreed:** Board

- considered the statutory accounts for Ongo Homes for the year ended 31 March 2024 and authorised them for approval. These financial statements incorporate the group consolidation and Ongo Homes as an entity.
- Each member of the Board considered the letter of representation and agreed for it to be signed as approved on behalf of the Board.
- Reviewed and noted the contents of Crowe's external audit completion report.
- Gave authority for the documentation to be signed either by wet ink or e-signature by the required signatories and officers are authorised to make the necessary filings with regulatory bodies.

#### 10. **Agenda Item 12: Consideration of Going Concern**

*Summary: The expected financial performance of Ongo Homes for financial year 2024/25 and 2025/26 is based on the budget for those years, and considers the closing statements of financial position at 31 March 2025 and 31 March 2026 respectively*

Discussion points/questions:

- Mark Perrin introduced the report. Board were happy to accept the analysis and conclusions around going concern.



**Agreed:** Board noted the contents of the report and considered and confirmed the assessment of going concern for Ongo Homes for financial years 2024/25 and 2025/26.

Mark Perrin and Nigel Saxby left the meeting at 3.50pm.

#### 11. **Agenda Item 13: 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 presented the report and thanked Louise Usher for the hard work in bringing everything together.
- The information presented was an accumulation of workshops with Leadership Team and the Board at their Strategy Day earlier in the year.
- The risks presented are the strategic risks for Ongo Homes. Each subsidiary will get its own risk register which will then flow out to operational risks.
- A Member commented the documentation was less numerically based and the addition of words made it easier to follow.
- Louise Usher explained there were some of the old strategic risks proposed on the new list. Board agreed to keep decarbonisation and cyber security.

**Agreed:** Board

- Discussed and confirmed the risk appetite statements in the report represented the Board's approach to risk taking.
- Approved the strategic risks identified for Ongo Homes.

#### 12. **Agenda Item: 14 Board Membership**

*Summary: A recruitment process was undertaken recently to fill vacancies on the Board. The process was led by DTP, our external recruitment partner. All positions were able to be filled, including planning ahead for a vacancy that will arise in December. There are multiple changes taking place with some people stepping down from some additional roles. The current Board Trainee programme is drawing to an end and a new programme will be starting.*

Discussions:

- The Chair proposed the Board consider approving these appointments first; and agree to operate outside of the maximum number of Board Members for this meeting only. Board were happy to do this and approved the recommendations.

**Agreed:**

- Acting as parent for Ongo Commercial Ltd utilised powers granted in the Articles of Association for Ongo Commercial Ltd to make the following changes w.e.f. 12 September 2024:
  - appointed Tom Pratt as a Director under Article 19(b) for a period of three years





- appointed Matt Sugden as a Director under Article 19(b) for a period of three years
- removed Robert Walder as a Director under Article 19(a)
- authorised officers to prepare and send the relevant notice for Ongo Commercial Ltd to be issued on behalf of Ongo Homes
- Appointed the following as Board Members to Ongo Homes under Rule D10. Appointments will be effective from 11 September 2024 for a term of three years, unless otherwise stated:
  - Tracy O’Neill (to be appointed to 24 January 2026 to align with her existing tenure)
  - Nicola Haywood-Cleverly
  - Matt Sugden
- Resolved to remove Paula Gouldthorpe as a Board Member of **Ongo Homes** under Rule D8 w.e.f. 12 September 2024.
- Appointed Judith Tomlinson as a Co-optee to **Ongo Homes** under Rule D5. This appointment will be for a period of 12 months w.e.f. 11 September 2024. To be remunerated at the same level as a Board Member £6,500 per annum.
- Acted as member and sole shareholder for **Ongo Developments Ltd**, utilising powers granted in the Articles of Association for Ongo Developments Ltd to make the following changes w.e.f. 12 September 2024:
  - Remove Natalie Cresswell as a Director under Article 21.1.6
  - Appoint Tracy O’Neill as a Director under Article 20.1.3 (to be appointed to 24 January 2026 to align with her existing tenure)
  - Appoint Steve Ellard as Director under Article 20.1.3
  - Appoint Ovidiu Staicu as Director under Article 20.1.3 (noting this appointment will mean this Board is operating in excess of its agreed composition).
  - New appointments will be for a period of three years (unless stated otherwise)
- Acted as member and sole shareholder for **Ongo Home Sales Ltd**:
  - utilising powers granted in the Articles of Association for Ongo Home Sales Ltd to Remove Natalie Cresswell as a Director under Article 21.1.6 w.e.f. 12 September 2024
  - agree that as Ongo Home Sales Ltd is currently working through a voluntary strike off process, no further Director appointments will be made to this company.
- As per Standing Orders, to make the following changes to the membership of **Governance & Remuneration Committee** w.e.f. 12 September 2024
  - Appoint Nicola Haywood-Cleverly
  - Remove Tracy O’Neill
  - Appoint Lisa Whelan as an Independent Committee Member for a period of three years
- Noted Christian James and Lisa Whelan concluded their two year **Board Trainee** Programme with Ongo w.e.f. 11 September 2024.
- Noted Charmain Mande and Thabiso Dube joined Ongo on the **Board Trainee** Programme w.e.f. 9 September 2024 which operates with support from Housing Diversity Network.
- As per Standing Orders, made the following changes to the membership of **Audit & Risk Committee** w.e.f. 1 January 2025
  - John Wright to become Chair





- Mike Finister-Smith to become a Member
- Resolved for this meeting only to operate outside of Rule D2 in excess of the permitted maximum number of Board Members
- Authorised officers to make the necessary filings to regulatory bodies (e.g. Companies House) to register the above changes to Board Membership

### 13. **Agenda Item 15: Governance**

*Summary: The report covered several governance related items. The new inspection regime, discussed within the regulatory findings section and proposal for a mock inspection has a potential for risk, negative if C3; positive if C1/C2 grading. In depth review of a regulatory standard, maintaining the asset and liability register, having a well planned board meeting schedule and publishing an annual report all contribute positively towards mitigating risks.*

Discussion points/questions:

- The appendix with mock inspection wording was shared with Board the day before the meeting. To give Members the opportunity to review it, if anyone had any comments they were asked to feedback to Jo Sugden in the next week.
- A Member commented the Neighbourhood and Community standard self assessment used the term hate crime (a police term) when it should be stating hate incident. Additionally, it referred to North Lincolnshire regularly but Ongo does have a wider geographical operating area. This will be passed on to the standard owners.

#### **Agreed: Board**

- Noted the update on the RSH findings and publication of new C ratings.
- Reviewed the scope for an external mock Inspection considering the RSH's new Inspection regime; any feedback to be provided in the next week.
- Authorised officers to go out to market to seek a price for this work.
- Confirmed the Board is satisfied the Asset and Liabilities Register gives assurance a thorough, accurate and up to date record of assets and liabilities is maintained, monitored and reviewed regularly.
- Received the in depth assessment by Officers, considered by tenants, on the Neighbourhood and Community Standard which concludes Ongo Homes is compliant.
- Received confirmation of the 2025 meeting dates for the Group.
- Noted the plan around Ongo Homes annual report.

### 14. **Agenda item 13 - Other Board and Committee Updates**

Minutes from all other Board and Committee meetings are available for Members to view. Updates had been included in the meeting pack from Board and Committee meetings as well as Community Voice.

### 15. **Agenda Item 18: Attendance List**

The attendance list was noted.

### 16. **Agenda item 19: Time for Reflection**



The Chair thanked everyone for their input and hoped new Members had enjoyed their first meeting. He felt the level of contribution had been good and there were different viewpoints shared. Paula Gouldthorpe was thanked for her time on the Ongo Homes Board; she remains on Ongo Commercial Board.

With no further business the meeting closed at 4.01pm.

Signed by Chair: ..... Date: .....  
As a true and correct record of the Ongo Homes Board meeting held on 11 September 2024.

