

Date/Time 30 h September 2022 10:00 – 13:50	Venue Advance Northumberland, Wansbeck Workspace and via Teams/Telephone Link *
In attendance:	
Directors: Jeff Watson Jeff Reid Kelly Gardner Phil Hunter Guy Renner-Thompson* Mary Murphy*	Chair
Present: Robin Earl	Advance Northumberland Chief Operating
Jon Anderson William Thompson Kim Grant (Minutes)	Officer Advance Northumberland Head of Finance Group Company Secretary Advance Northumberland Personal Assistant
Part: Andrew Lovatt	
Paul Errington Michael Black John Hildreth Neil Turnbull	Advance Northumberland Director of Developments (Commercial & Infrastructure) Advance Northumberland Director of Developments Advance Northumberland Director of Economic Growth & Investments Advance Northumberland Head of Economic Growth Advance Northumberland Head of Land
Gary Hudson	Acquisition Advance Northumberland Head of
Kathryn Hutchinson	Economic Investments Advance Northumberland Senior
John Moran	Investment Manager Advance Northumberland Homes Manager
Apologies: Rick O'Farrell John Riddle Steven Bridgett Jan Willis	NCC Executive Director of Finance (s151 Officer)





1.0	Notice & Quorum
1.1	The Chair welcomed the attendees and declared that the meeting was initially not quorate until the arrival of P Hunter. Any matters for approval would be taken after his arrival.
2.0	Apologies for Absence
2.1	The Chair reported that there had been apologies for absence from J Riddle, S Bridgett, R O'Farrell and J Willis.
3.0	Declarations of Interest
3.1	The Chief Operating Officer stated that the Board's written declarations were recorded as a general notice.
4.0	Minutes of the Previous Meetings
4.1	 The minutes of the previous meetings held on the 19th July 2022 were REVIEWED and AGREED with an amendment to the attendee list to show apologies for absence from W Thompson and to Point 3.1 to reflect that the Chief Operating Officer introduced the item. The minutes of the previous meeting held on the 13th August 2022 were REVIEWED and AGREED.
4.2	Actions from the 19 th July 2022 and 13 th August 2022 Board Meeting
4.2.1	All actions to report back on from the previous Board meetings would be picked up under Matters Arising or elsewhere on the agenda for this meeting.
4.2.2	The Chief Operating Officer gave a summary of the special board meeting held on the 28 th September 2022 to discuss the draft Business Strategy Report for those Directors that were not present at the meeting.
	The board had received a presentation by Sarah McMillan, NCC's Assistant Service Direct HR, who had been conducting the review into Advance Northumberland's business strategy. That work had commenced over a year ago, and whilst nearly complete, there were some further elements to consider.
	M Murphy asked what S McMillan's role was within the Council as she felt this was an enormous task for one individual to be asked to review a company as complex as Advance Northumberland and to be able to come up with a comprehensive enough report to enable Cabinet to make the appropriate decisions about whether they follow those recommendations or not. M Murphy





went on to ask what the company's right of appeal was within that if decisions were made from the those recommendations.

The Chief Operating Officer stated that part of the purpose of the 28th September Board meeting was to allow Board members to feed in to that draft report. There would be another dedicated meeting to further discuss the report and ultimately the Board would need to act in the best interests of the company. The Board would need to reflect on what the Shareholder wanted but ultimately they were independent and needed to make a decision based on the best interests of the company.

The Group Company Secretary confirmed that this was undertaken by the Shareholder who had wanted a review of how the company worked. Sarah McMillan had had interviews with many people including Board Directors, Council officers, Advance Northumberland staff so that it wasn't imposed from above, it was done by consensus. At some point it had to start in one place, and it had started in the Council. It had taken longer than expected for various reasons but it was now at a point where the Chief Operating Officer had been consulted on this and that was why the Board had authorised the Chief Operating Officer to be more involved in it now so that it became a joint exercise. The Board Directors had the ability to see where the review was at, and what the current thinking was which was why at the Board meeting held last week; the recommendations were not ratified by the Board but the direction of travel was approved.

K Gardner commented that S McMillan had been compiling the report over a long period of time, looking at governance function and structures around how the organisation functioned and a very detailed look at benchmarking as well as looking at other local authorities. The area that there were questions around was the area that was being revisited.

The Chief Operating Officer commented that on receipt of the draft recommendation the Advance Northumberland executive team went through the report and, whilst most of it was welcomed, there were a lot of questions around the Economic Growth and Investments team. S McMillan had taken those questions on board and had had further meetings which concluded that the first draft did not reflect accurately what the EGI team does. This ongoing dialogue resulted in the Board meeting on the 28th September looking at the direction of travel rather than presenting a report to approve. More work would follow over the next few weeks.

K Gardner confirmed that she had asked that the Business Strategy report was aligned with both the company strategy, structure and the business plan.

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5.0	Matters Arising	
5.1	The following items were brought to the meeting under Matters Arising.	
5.1.1	 Dress for Your Day Manual – amended and on the meeting agenda today. Relationship with — ongoing with an update brought to a future Board meeting. 	





	Hirst Homes – to be brought back to the next Board along with an update regarding void properties being brought back into use. Advance Northumberland were working closely with the NCC team.
6.0	Ratification of Virtual Board Decisions
6.1	The following resolutions/decisions were ratified by the Board.
	Order for Bricks at Ellington
	Ascent Homes Design Team Restructure
	Company Closure for Queens Funeral
2	Extension of External Auditors Appointment
7.0	Resolution to Adopt new Articles of Association of Subsidiary Companies
7.1	This item was deferred until later in the meeting.
8.0	Policies for Approval
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8.1.2	Business Operations Policies
	 Accidents, Incidents and Occupational Diseases Policy Violence at Work and Staff Protection PPE Risk Assessment Control of Vibration at Work
8.1.3	Finance Policies
	 Anti-Money Laundering Policy Petty Cash & Charge Card Policy
8.2	The Chair proposed for the Board to review the policies with the proviso that if anyone had a specific point that they wanted to raise those comments be received within 5 working days and if no correspondence was received by 5pm on the 5 h working day they would be adopted.
	The Board:
8.3	APPROVED the above HR, Business Operations and Finance policies subject to any specific comments being sent to the Chief Operating Officer within 5 working days.
9.0	Non-Confidential Approvals
9.1	There were no approvals brought to the Board under this section.
	P Hunter joined the meeting.
9.2	The Chair welcomes P Hunter and declared the meeting was now quorate. The Chair explained to P Hunter that the Board had just agreed to review the policies with the proviso that if anyone had a specific point that they wanted to raise those comments be received within 5 working days and if no correspondence was received by 5pm on the 5 th working day they would be adopted, with the exception of the standards of dress policy, which would be revisited and brought back to Board. P Hunter noted his agreement to this this.
9.3	The Chair then asked the Company Secretary to introduce agenda item 7, which had been deferred pending the arrival of P Hunter.
9.4	The Group Company Secretary introduced the proposed Resolution to Adopt new Articles of Association for the group Subsidiary Companies. He confirmed that the text of the new Articles of Association had been approved by NCC Cabinet, as this was a Reserved Matter, on 22 nd July 2022. This had not been possible to





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	approve virtually as there were not enough signatures given for the written resolution. This item was a formality in order to cascade them down.
	The Board
9.5	APPROVED the adoption of the new Articles of Association of Subsidiary Companies.
	CONFIDENTIAL ITEMS
10.0	Reports for Information
10.1	NEP1 Update Report
10.1.1	The report was presented by the Development Director (C&I).
	The Board discussed the report at length and the following points/actions were raised.
10.1.2	
10.1.3	The Development Director (C&I) confirmed to the Board that there was a potential carbon offset from the site of £7,623 and NCC had been approached to see if there were any schemes that Advance Northumberland could contribute to. J Reid commented that he felt that it was important for Advance Northumberland to demonstrate that they were environmentally conscious. Action: Development Director (C&I) to discuss the carbon offset contribution with NCC.
	The Board:
10.1.4	 NOTED the contents of the report. APPROVED that the carbon offset contribution be used on a scheme in conjunction with NCC e.g. Potland Burn and for the Development Director (C&I) to discuss with NCC.
10.2	LUF Update



The report was presented by the Director of Economic Growth & Investments and the Head of Investments.

The report was discussed by the Board and the following points/actions were raised.

The Chair commented that, given the current state of the economy, was this still the right thing for Advance Northumberland to do.

The Director of Economic Growth & Investments stated that what was proposed would take the company outside of purely relying on retail and leisure and the assets that had been acquired over a number of years were predominantly for strategic and investment purposes. Wansbeck Square was purchased as an income producing asset but it was now old stock and knowing that there was the likelihood of a railway halt at that location the Council had an asset with which they could put in a funding bid to leverage a large amount of money to provide new regeneration and a gateway into Ashington. The plan was to take the retail out and put something different in which would be predominantly for community use. The Cinema was still relevant as the cinema business was still viable but it did rely on big releases. The LUF would de-risk the scheme for Advance Northumberland as the funding would be provided by the grant funding that was coming into the scheme.

The Chair asked whether Advance Northumberland would still own the properties.

The Director of Economic Growth & Investments confirmed that if the LUF bid was successful there would be a discussion on how Advance Northumberland's assets would be put into the scheme, but the leisure facilities would stay as Advance Northumberland assets.

J Reid asked what would happen if the funding was not forthcoming.

The Director of Economic Growth & Investments confirmed that it would be for the Council to confirm how they would like to proceed as it was their project. The challenge would be if all they had was a new railway station coming into existence.

J Reid queried when the decision was taken that the cinema couldn't proceed without the LUF.

The Director of Economic Growth & Investments confirmed that the cinema retender had come back in excess of as opposed to the original tender of

the LUF bid had materialised which had plugged the gap. The Director of Economic Growth & Investments went on to confirm that the cinema operator was



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	still committed to Ashington, but the costs had taken us just outside of deliverability.
	M Murphy commented that whilst she was generally in favour of the scheme, she had concerns that as the cinema was a central part of the scheme, she was not convinced that the demand was out there.
	The Director of Economic Growth & Investments stated that the Consultants had still confirmed that the market for a cinema was strong, and that the operator would be paying rent and taking the risk. The advice given was that Ashington was a unique market that would do very well.
	The Board:
10.2.3	NOTED the contents of the report.
10.3	Report from Audit Committee
10.3.1	K Gardner (Chair of Audit Committee) gave a verbal update from the Audit Committee meeting held on 13 th September 2022. This was discussed by the Board and the following points/actions were raised.
10.3.2	K Gardner informed the Board that a meeting had been held with Stephen Watson, Independent Chair of NCC's Audit Committee and Kevin McDonald, NCC Head of Internal Audit & Risk Management to discuss how the two committees could work more closely together and to give further assurance. The Chief Operating Officer and Chair of Advance Northumberland Audit Committee would now be invited to NCC's Audit Committee meetings as a standing item in order to keep the relationship going. It had also been agreed that NCC's Independent Chair of Audit Committee had an open invitation to attend Advance Northumberland's Audit Committee meetings.
10.3.3	K Gardner stated that following Board virtual approval to extend the contract of the External Auditors, Mazars, for another year. Mazars had confirmed that they were unable to get their audit team on site in time to file the final accounts and have asked Advance Northumberland to request an extension. This had been discussed with NCC who had confirmed that they were having the same issue. Mazars had been informed that this was not acceptable, and a response was currently awaited. This had left the company in a situation that it was too late to acquire another external auditor due to timing.
10.3.4	K Gardner confirmed that the Company were now in a position where they and needed to go out into the market for a new External Auditor for next financial year.



	P Hunter asked whether the future for us in terms of audit was a smaller audit company, given the big structural challenges in the market and the fact we had big national companies dominating the market. It seemed that the audit market nationally was broken. K Gardner agreed that some local audit firms should be considered in the future. Action: K Gardner/Chief Operating Officer to bring a proposal to a future Board meeting on what action the company should take.
	The Board:
10.3.5	NOTED the contents of the verbal update.
11.0	Reports for Approval/Decision
11.1	Development of Land at Wooler Phase 2
11.1.1	The Development Director and the Head of Land Acquisition presented the report the purpose of which was to invite the Board to approve the purchase of 1.37 acres of freehold land at the above location which constituted the phase 2 of development land for an additional 12 dwellings. This was in addition to the original 6.23 acres purchased for 73 dwellings as part of phase 1. The report was discussed by the Board and the following points/actions were raised.
11.1.2	The Chair asked whether the plans had been discussed with Cllr Mark Maylor to give him some detail behind the proposal. Action: N Turnbull to discuss with Cllr M Maylor before the next Northern Area Committee.
11.1.3	M Murphy asked the Head of Land Acquisition what the feeling was as to how local people would react to the extension of that site. The Head of Land Acquisition stated that the initial phase was for 73 units which was a fairly major scheme. The additional 12 units was a relatively small extension to the site and was in an area with outline planning approval anyway.
	The Board:
11.1.4	 APPROVED the purchase of this green field site to accommodate the construction of 12 dwellings and associated infrastructure for the sum of £500,000 (exc. Stamp Duty), subject to Council approval of the loan.



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	 APPROVED development funding of to construct 12 dwellings and associated infrastructure, subject to Council approval of the loan. This was a Reserved Matter requiring Shareholder Consent.
11,2	Power of Attorney Whippey Hill
11.2	Power of Attorney Whinney Hill
11.2.1	The Chief Operating Officer presented the report which covered the setting up of a signatory in the way of Power of Attorney from Advance Northumberland's appointed solicitors (Ward Hadaway) for all legal completions on Willow Farm, Choppington.
	The Power of Attorney would allow the named individuals from Ward Hadaway to act as the attorney on plot sales, contracts, transfers, leases, freehold, management company, variation of deed, deeds of rectification and associated plans and documents on behalf of the named company until the final plot had been sold.
	This was standard practice throughout all of our developments at Ascent Homes. This allowed a swift transaction and process to allow all documentation including the transfer and contracts to be checked and signed by nominated qualified senior solicitors.
	The report was discussed by the Board and no questions were raised.
	The Board:
11.2.2	 APPROVED for Ward Hadaway to act as Power of Attorney on behalf of Advance Northumberland for the sale of plots at Willow Farm (Whinney Hill).
11.3	Cost of Living Increase
11.3.1	The HR Manager presented the report explaining that the report in Appendix 1 was presented to the Advance Northumberland Remuneration Committee on the 8th September 2022.
	Following some debate, the Remuneration Committee opted to endorse Option A, a £2k increase for all Advance Colleagues. This increase was to be paid to all colleagues* who were employed on the 1st April 2022 and who had not tendered their resignation. The increase was to be backdated to the 1st April 2022.
	The Real Living Wage rates were published on the 22nd September and were an increase of £1.00 per hour to £10.90 per hour. This was marginally less than the proposal we had for a £2k increase across the board
	Colleagues who were paid under the Construction Rule Agreement had previously been excluded from the cost-of-living award, as the rates under this





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	agreement were increased by 5% in July 2022. However, the increase in the real living wage meant that those on the lower end of the construction rule agreement would be paid less than the real living wage from 22nd September 2022. Our proposal was to increase the rates for those colleagues whose salaries would be below the real living wage to £10.90per hour.
	The report was discussed by the Board and no points/actions were raised.
	The Board:
11.3.2	 APPROVED the recommendation of the Remuneration Committee and requested Shareholder approval for Option A, a £2k increase for all posts. This was within the budget allocation and to bring all other colleagues up to the minimum of the Real Living Wage rates of £10.90 per hour.
11.4	Reward & Recognition Review
11.4.1	The HR Manager presented the report the purpose of which was to provide an update on the review of reward and recognition within Advance Northumberland.
	The report was discussed by the Board and no questions were raised.
	The Board:
11.4.2	NOTED the contents of the report
	AGREED TO RECOMMENDED TO THE SHAREHOLDER the next steps
	 Adoption of the Job Evaluation results Agreement to red circle the posts identified as too high in relation to salary bands (subject to any appeal and any cost-of-living increase applied to the bands) Approve the uplift in salaries where they were currently below the minimum level for the grade.
11.5	Sale of Sale o
11.5.1	The Homes Manager presented the report the purpose of which was to make Board aware of the rationale for disposal of associated financial impact of that disposal.
	The report was discussed by the Board and the following points/actions were raised.
11.5.2	M Murphy asked whether there was a process/policy in place to sell a house to a person the company had a relationship/connection with as her instinct was that she felt uncomfortable with the proposal and would like to see a report.



The Group Company Secretary commented that the Board could be satisfied as long as the property was being sold at market value.

The Chief Operating Officer stated that he was not aware of this being done previously and there were special circumstances around this particular sale, but it was critical this was done on an arm's length basis.

G Renner-Thompson indicated he was pleased that, following a previous highprofile case under the Arch regime which both the company and NCC had taken a dim view of, all the correct procedures were now in place.

The Chair asked what the liability would be to the tenant if the company were to sell the property on the open market.

The Homes Manager confirmed that it would be a standard notice period of 2 months.

The Homes Manager confirmed that whilst the company wouldn't have initiated the sale it would have been looking at all the assets in the near future. The issue of fairness was a particularly complex one due to the arrangements at the outset.

project with the company and this was not something that would happen today. The company, under the Arch regime, had made previous informal commitments to this tenant as well which may need to be investigated if we weren't going to proceed.

The Chair asked whether it was our policy not to sell houses to tenants.

The Homes Manager confirmed that there was no right to buy but it was entirely within the company's gift to sell this house.

The Chair asked whether if other tenants wanted to buy their property could they approach us.

The Homes Manager confirmed that each time we are approached was a commercial decision in its own right, and if it was in the best interests of the company, it would be brought to Board. There was an individual P&L for each property.



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	K Gardner asked if a schedule of loss making properties could be brought to a future Board meeting.
	P Hunter asked what was the realistic likelihood, if the tenant moved on, of marketing this property to NCC?
	The Homes Manager stated that the company had not received much correspondence from NCC but that could be explored if required. There were things that would need to be considered around downtime and void etc.
	P Hunter commented that the future seemed to be around having homes that were life course proofed and surely that was a good thing that we were building a portfolio
	J Reid commented that if he was asked to vacate the property and he felt that the best interests of the company would be served by selling the property.
	M Murphy stated that she was not opposed to the sale of the property if the sale of the property is the sale of the property if the sale of the property is the sale of the property if the sale of the property is the sale of the property if the sale of the property is the sale of the property if the sale of the property is the property i
	Action: Policy around disposals to be provided to the next Board meeting to give a transparent approach so that Advance is seen to be equitable and fair with regards to the sale of properties.
	The Chief Operating Officer commented that the Board could consider that the best interests of the company might include corporate social responsibility not just financial implications.
	P Hunter asked whether the company had the capacity to manage any house sale requests.
	The Chief Operating Officer confirmed that this would be a slight drain on resources but that it would depend on the flow and the timing. There had been a steady trickle of people wanting to purchase commercial properties, some of which were agreed and some were not, but a deluge of purchase requests was not considered likely.
	The Board:



11.5.3	APPROVED the disposal of to the current tenant for
11.6	Employer Partnership Programme
11.6.1	The Head of Economic Growth presented the report to request the approval for Advance Northumberland to work in partnership with the North of Tyne Combined Authority (NTCA), Northumberland County Council, North Tyneside Council and Newcastle Council, in the delivery of the North of Tyne Employment Partnership Programme.
	NTCA would be the Accountable Body and would be financed through the North of Tyne Investment Fund with the fund providing grant to the value of £868,656 with an allocation of £80,124 of funding to Advance Northumberland. The allocation was 100% funding (no match funding required) for Advance Northumberland's role in the project.
	The report was discussed by the Board and the following point was raised.
11.6.2	The Chief Operating Officer confirmed that this sat well with the existing programmes and was a good thing for the company to do.
	The Board:
11.6.3	 NOTED the contents of the report. APPROVED Advance Northumberland's role as delivery partner in the delivery of the North of Tyne Employment Partnerships programme.
11.7	Ashington College Site
11.7.1	The Director of Economic Growth & Investments introduced the report the purpose of which was to obtain Board approval for Advance Northumberland to sign the Agreement for Lease and Lease for the Sale of Land on Wansbeck Business Park to Sunderland College for the development of a new Ashington College Campus.
	The report was discussed by the Board and the following points/actions were raised.
11.7.2	The Chair asked whether there was anything within the build and design of the new campus that Advance Northumberland could get involved in.
	The Director of Economic Growth & Investments confirmed that DFE were running the project and they already had a team in place from their framework.
11.7.3	Following a question from J Reid regarding press releases the Director of Economic Growth & Investments confirmed that there had been a number of



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	press releases already put out by the Collage and there would be a ground breaking event to which the Board would be invited.		
	The Chair stated that he would like it to be clear from a PR perspective Advance Northumberland's involvement in the new campus.		
	The Board:		
11.7.4	 NOTED the Advance Northumberland Board report and appendices attached in Appendix 1, which was approved by the Board in November 2021 and subsequently consented by Northumberland County Council (NCC) as Shareholder. NOTED the Minutes of the November Board meeting attached in Appendix 2. APPROVED the signing of the Agreement for Lease and Lease between Advance Northumberland and Sunderland City College in accordance with the terms set out in this report. NOTED that these agreements are required to facilitate the sale of the land to Sunderland College in accordance with the report of the Director of Economic Growth and Investments, approved by Board in November 2021 The payment being phased between exchange of contracts and practical completion of the development with interest charged in line with the Retail Price Index on any outstanding balances due. 		
11.8	Group Banking Facilities & Treasury Management		
11.8.1	The Head of Finance introduced the report the purpose of which was to provide an update on our current banking facilities and to propose changes to allow the group to take advantage of new methods of operating and changing interest rates. The report also highlighted our current banking signatories and proposed changes to reflect the current leadership of the group. Finally, the report provided an overview of our Treasury Management function. The report was discussed by the Board and no questions were raised.		
	The Board		
11.8.2	 NOTED the contents of this report APPROVED, subject to Shareholder approval, the closure of 9 accounts with our banking provider, the Cooperative Bank APPROVED, subject to Shareholder approval, the creation of 20 new accounts with our banking provider, the Cooperative Bank 		



	 APPROVE, subject to Shareholder approval, the creation of 12 new charge cards to replace 'petty cash' APPROVED, subject to Shareholder approval, the amendments to the banking signatories for the group INSTRUCTED the Finance team to enact the required paperwork and changes 	
11.9	Confidential Performance Reports for Information	
11.9.1	The Chief Operating Officer confirmed to the Board that the usual performance reports had been circulated via the Board portal and invited questions.	
	No questions were raised.	
12.0	Any Other Business	
12.1	The Chief Operating Officer informed the Board that the Business Northumberland Team would be running an event at Alnwick Gardens on 20 th October 2022. Details of the event would be circulated to the Board.	
12.2	The Board were informed of a "save the day" date of 8 th November at 11:00am for the JDR ground breaking ceremony.	
12.3	The Board agreed that the next meeting would be held on Friday 11 th November 2022 at 12:30pm at Advance Northumberland, Wansbeck Workspace, Ashington.	
12.4	The Chair thanked the Board for their attendance and closed the meeting at 13:50. CHAIR	

Summary of Actions	Action	
Matters Arising		
Policies	Dress for your Day Policy to be checked with the NCC E&DI team. Chief Operating Officer to remove this	RE





	policy from the approval list until this had been done.	
NEP1 Update Report	 Development Director (C&I) to discuss the carbon offset contribution with NCC. 	AL
Audit Committee Verbal Update	 K Gardner/Chief Operating Officer bring a proposal to a future Board meeting on what action the company should take with regards to the External Auditor appointment. 	KG/RE
Development of Land at Wooler Phase 2	 N Turnbull to discuss with Cllr Mark Maylor before the next Northern Area Committee. 	NT
	 Policy around disposals of property to come to the next Board meeting. Summary of loss-making properties to be provided to Board. 	RE/JM JM