

ST LEGER HOMES OF DONCASTER LIMITED

ANNUAL GENERAL MEETING

To be held at 10:00am Tuesday 19th September 2023
Civic Office, Meeting Room 410

AGENDA

Non Confidential Items – Open to the Press or Public

Annual General Meeting Agenda

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|---|---|---------|-----------------|
| 1 | Apologies and Quorum | J Crook | |
| 2 | Declarations of Interest | J Crook | |
| 3 | Minutes of the last Annual General Meeting held on 20 September 2022 and matters arising | J Crook | Enclosed |
| 4 | To receive the report of the directors and audited accounts for the year ended March 2023 | J Crook | Enclosed |
| 5 | Changes to the Memorandum & Articles of Association | J Crook | Enclosed |
| 6 | Re-appointment of External Auditors | J Crook | Verbal |
| 7 | Resignation and Appointment of Directors | J Crook | Verbal |

Company Number 05564649
A Company Limited by Guarantee
Registered in England

St. Leger Homes of Doncaster Limited
ANNUAL GENERAL MEETING
Civic Office

20 September 2022, 10:30am

Present: Councillor Glyn Jones (Portfolio Holder - Housing), Julie Crook (Director of Corporate Services/Company Secretary).

Also in Attendance: Max Johnson (minutes).

1 Apologies and Quorum

1.1 No apologies.

2 Declarations of Interest

2.1 There were no declarations of interest.

3. Minutes of the meeting held on 7 October 2021 and matters arising

3.1 The minutes of the Annual General Meeting held on 7 October 2021 were agreed as a true and accurate record. There were no matters arising.

4. To receive the report of the directors and audited accounts for the year ended March 2022

4.1 The Company Secretary presented the Report of the Directors and Audited Accounts for the year ended March 2022 and requested that the Shareholder accept the financial statements.

4.2 The Board had approved and endorsed the Report of the Directors and Audited Accounts for 2021/22. Councillor Glyn Jones, on behalf of Doncaster Metropolitan Borough Council (DMBC), accepted the financial statements.

5. Re-appointment of External Auditors

5.1 The Company Secretary advised we are reappointing Beever and Struthers as our External Auditors. They were appointed via a competitive tender process in 2019 and the contract is for a period of up to 4 years.

5.2 Councillor Glyn Jones, on behalf of DMBC, accepted the re-appointment of External Auditors.

Action

6. Resignations and Appointment of Directors

6.1 The Company Secretary advised that there have been no resignation or appointments of Directors during this year.

The following director(s) who are resigning at this AGM are;

- Anthony French
- Steve Lyons
- Stuart Booth

The following director (s) who are being appointed at this AGM are;

- Steve Lyons
- Stuart Booth
- Milcah Walusimbi

6.2 Councillor Glyn Jones, on behalf of DMBC, accepted the resignations and appointment of Directors.

The meeting ended at 10.32am.

Annual Report

31 March 2023

St Leger Homes of Doncaster Ltd

Company Registration Number: 05564649

St Leger Homes of Doncaster Ltd

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St Leger Homes of Doncaster Limited

Company Information

Company registration number: 05564649

Registered office:

Civic Office
Waterdale
Doncaster
DN1 3BU

Bankers:

Lloyds Bank Plc
14 Church Street
Sheffield
S1 1HP

Solicitors:

Anthony Collins Solicitors
134 Edmund Street
Birmingham
B3 2ES

Auditors:

Beever and Struthers
1 George Leigh Street
St Ancoats
Manchester
M4 5DL

Internal Auditors:

City of Doncaster Council Internal Audit
Civic Office
Waterdale
Doncaster
DN1 3BU

Board of Directors

Mr A Richmond Appointed: 01.10.20

Independent Chair

Mr D Wilkinson Appointed: 11.11.19

Tenant Board Members

Mr A French	Appointed: 26.09.18	Resigned 01.10.22
Mr S Lyons	Appointed: 26.09.18	
Mr S Bartle	Appointed: 07.10.20	
Ms M Walusimbi	Appointed: 01.10.22	

Council Board Members

Cllr J Blackham	Appointed: 10.07.14
Cllr R A Jones	Appointed: 10.07.14
Cllr P Cole	Appointed: 25.05.21

Independent Board Members

Mr T Mason	Appointed: 29.11.17
Mr S Booth	Appointed: 01.01.20
Mrs S Jones	Appointed: 13.01.20

St Leger Homes of Doncaster Limited

Executive Management Team

Mr A Richmond	Chief Executive Officer
Ms J Crook	Director of Corporate Services
Mr M McEgan	Director of Housing and Customer Services
Mr C Margrave	Director of Property Services

St Leger Homes of Doncaster Limited

Strategic Report

The Directors present their strategic report for the year ended 31 March 2023.

Statement by the Directors in performance of their statutory duties in accordance with s172(1) of the Companies Act 2006

The Directors consider that they have acted in good faith, to promote the success of the organisation for the benefit of its stakeholders and matters set out in s172(1)(a-f) of the Act.

St Leger Homes has a wide ranging, large number of stakeholders and partner organisations, with strategic, operational and governance arrangements in place to ensure we optimise engagement and foster strong relationships with them, and how they are considered in our decision making. These include City of Doncaster Council (CDC), employees, tenants, Department of Work & Pensions (DWP), Team Doncaster, Doncaster Chamber of Commerce, Doncaster College, health services, emergency services, procurement consortia, Citizens Advice Bureau (CAB), Community First Credit Union, suppliers, and trade unions, among many others. We are members of or lead on many strategic boards as well as many community agencies and groups, involvement in these groups is fundamental in St Leger Homes understanding the challenges facing the borough and also developing our own services.

The following paragraphs summarise how the Directors have fulfilled their duties in this regard, and in doing so have regarded (amongst other matters):

The likely consequences of any decision in the long term

St Leger Homes operates a comprehensive and effective business planning framework, where the consequences of decisions over the short, medium and long term are considered. A five year Corporate Plan sets out strategic objectives which in turn sets out our service delivery plans and related measures. At the start of each year, and based on the Corporate Plan objectives, an Annual Development Plan (ADP) is approved by Board and sets out key corporate objectives, alongside an Annual Operating Budget.

Progress against the Corporate, Annual Development and all other plans is reviewed regularly with Board meetings six times per year, and quarterly meetings with a number of strategic and management committees within CDC (see pages 6 to 15).

The interests of the organisation's employees

Employees of St Leger Homes have always been recognised as the company's most important asset, and we have a dedicated Human Resource and Organisational Development (HR&OD) team to support the recruitment, development and retention of our workforce. Corporately, the People Strategy has an action plan aligned with our strategic objectives and Corporate Plan (see pages 6 to 15).

The need to foster the organisation's business relationships with suppliers, customers and others

St Leger Homes places Customers' interests at the heart of everything we do and Customers are involved and relationships developed at every level, including representation on the Board, extensive consultation in the five year Corporate plan and Customer strategies, a One Voice Forum, a Tenants and Residents Improvement Panel (TRIP) and working closely with a number of Tenants and Residents Associations (TARAs). To maximise these relationships, we also have effective partnerships with numerous partnering organisations, such as the DWP, Community First Credit Union, and a number of local food banks, among others (see pages 6 to 15).

For suppliers, St Leger Homes has robust Financial Regulations, Contract Standing Orders and a Procurement Strategy, and these documents ensure we operate in a legal, ethical and inclusive manner whilst achieving best value for money. Procurement arrangements utilise compliant frameworks operated by procurement consortia.

The impact of the organisation's operations on the community and environment

It is our mission to provide homes in neighbourhoods that people are proud to live in, and each of our four strategic objectives has plans and measures that have a positive impact on the community and environment.

St Leger Homes of Doncaster Limited

Strategic Report (continued)

Statement by the Directors in performance of their statutory duties in accordance with s172(1) of the Companies Act 2006 (continued)

Alongside these, St Leger Homes has a range of strategies to support our tenants, residents and communities, in particular the Customer Voice, Housing Management, Asset Management, Customer Access, Homelessness and Building Safety & Compliance strategies.

Progress against all plans is monitored regularly by Board and CDC and this includes a suite of Key Performance Indicators (KPIs). Many of the KPIs have a positive impact on the community and environment as they target the energy efficiency of properties, maintaining Decent Homes standard, anti-social behaviour, homelessness, empty properties, local expenditure, and training and employment, among others.

St Leger Homes has an Environmental Strategy and the main objectives of the strategy are to reduce fuel poverty, our carbon footprint and our waste. We undertake enhanced stock condition surveys and utilise strategic asset management software.

For a number of years, we have invested in a range of environmental improvements and we continue to install efficient heating systems as part of our ongoing improvement programmes, we replace our vehicle fleet with more fuel efficient vehicles and we use repair scheduling software to optimise travel.

We continually review our business premises and have reduced the number in use and energy usage, and we source materials and services locally wherever possible.

The desirability of the organisation maintaining a reputation for high standards of business conduct

A fundamental aim for St Leger Homes is to maintain the highest standards of conduct, operating a robust governance framework, and one of the four strategic objectives in the five year Corporate Plan is to be a nationally recognised housing services provider. We have a comprehensive range of strategies, policies and procedures designed to ensure compliance with legislation, regulations and best practice, including a range of fraud related policies for staff and a suite of appropriate Key Performance Indicators (KPIs) (see pages 6 to 15).

St Leger Homes is committed to preventing modern slavery and human trafficking and all other potential violation of human rights in all of its business activities. It has no place in St Leger Homes' business or supply chains and we take a zero tolerance approach to it. Our annual modern slavery statement, relating to the 2022/23 financial year, sets out our activities and can be found on our website at www.stlegerhomes.co.uk

The need to act fairly as between members of the organisation

St Leger operates a robust approach to governance, with frameworks in place for the management of Strategic and Operational Risk, financial control, operating performance and procurement. These frameworks sit under an extensive, overarching Management Agreement with CDC with clear lines of delegated authority and periodic monitoring and reporting (see pages 6 to 15).

Principal decisions

The Code and Regulations do not define 'principal' or 'key' decisions but following the approval of the five year Corporate Plan in March 2019, the Directors feel that were a number of principal decisions in 2022/23 relating to company operations and key stakeholder groups. These include:

- Appointment of new Board Members;
- Development of ICT systems;
- Responding to and implementing changing Building Safer Futures legislation;
- Development and approval of three year budgets and the Annual Development Plan (ADP); and
- Responding to the requirements of the Social Housing Regulation Bill, including creation of a dedicated damp mould and condensation team and implemented Tenant Satisfaction Measures.

St Leger Homes of Doncaster Limited

Strategic Report (continued)

Business model and review of the financial year

St Leger Homes of Doncaster Ltd (St Leger Homes) was created and is wholly owned by City of Doncaster Council (CDC) as an Arm's Length Management Organisation (ALMO). St Leger Homes was incorporated on 15 September 2005 and commenced trading on 1 October 2005 to manage, maintain, and improve CDC's housing and related stock. On 3 July 2018, CDC approved the renewal of the management agreement for the period 1 April 2019 to 31 March 2024, which was signed at the Board meeting on 27 March 2019.

During the financial year just ended, work commenced on renewing the Management Agreement and on 16 August 2023, CDC approved the renewal for the period 1 April 2024 to 31 March 2029.

Under the management agreement with CDC, St Leger Homes receives a fee from CDC's Housing Revenue Account (HRA) to manage and maintain the HRA stock on their behalf.

Other income is also received in the form of management fees to deliver the housing options service and the capital investment programme in CDC's housing stock, plus income from delivering property improvement services.

The fees are based on the actual cost of service within agreed budget targets. A number of services are procured from CDC and these are each subject to Service Level Agreements (SLAs) which set out agreed service standards and costs for the service.

Vision, values and objectives

St Leger Homes has a five year corporate plan underpinned by a mission, values and strategic objectives.

It is our mission to provide homes in neighbourhoods that people are proud to live in.

Our values:

- **Fairness** ensure equality and diversity is integral to all we do;
- **Excellence** provide efficient, excellent services to all our customers;
- **Empowerment** empower and involve staff and tenants through meaningful consultation; and
- **Local** work in partnership with other local organisations.

Our strategic objectives are to:

- Ensure all our homes are modern, decent and energy efficient;
- Support our tenants to lead successful and fulfilling lives;
- Be a nationally recognised housing services provider; and
- Deliver the aims of Doncaster Growing Together through innovation and partnership.

A balanced scorecard of priorities and targets has been developed for each objective and these are reviewed, updated and agreed annually with CDC to reflect current plans and risks.

An Annual Development Plan (ADP) is approved by the Board at the start of each financial year. The ADP is based on our strategic objectives and priorities, and also Mayoral priorities. Key themes for 2022/23 were:

- Ensuring the allocations policy reflects the changing needs of tenants and residents;
- Reduce and prevent homelessness;
- Helping tenants to sustain their tenancies;
- Continuously improve our business processes;
- Improving communication with tenants and residents;
- Digital transformation to modernise and transform the business and service delivery;
- Developing the workforce;
- Delivering the Asset Management and Environmental strategies;
- Delivering an efficient and effective repairs and maintenance service; and
- Investing in homes and neighbourhoods and making best use of CDC's assets.

St Leger Homes of Doncaster Limited

Strategic Report (continued)

Vision, values and objectives (continued)

At every Board meeting, Members and Directors review progress against strategic priorities via timely and accurate reports, including Key Performance Indicators (KPIs), financial and operational reports, ADP progress reports, strategy updates and numerous other control documents.

Results and performance

These financial statements are for the 2022/23 financial year which ended on 31 March 2023. The Company's accounting reference date aligns with the CDC financial year.

Operations

The Company's principal activity during the year was the management and maintenance of the housing stock of CDC, which numbered 20,185, of which 19,894 were tenanted dwellings and 291 leasehold dwellings as at 31 March 2023. In addition, the company is responsible for the management of CDC's statutory duty to respond to homelessness within the borough and also management of the investment programme for the improvement of the housing stock.

Core services were unchanged and delivered fully during the year. The main projects in the year were the ongoing work in relation to the requirements of Building Safer Futures and the social housing White Paper, commencement of a number of 'Journeys to Excellence' projects around repairs, homelessness and customer access and addressing the cost of living challenges that emerged during the year.

Services were delivered within budgets overall and the majority of key performance targets were met or exceeded.

Financial

HRA management fee income for 2022/23 was £35.64m (2021/22: £33.16m) and other income was £18.57m (2021/22: £15.29m) giving a total of £54.21m (2021/22: £48.45m). This income is shown in the Company's Statement of Comprehensive Income under the heading "Turnover". This excludes the capital programme investment in CDC's housing stock, which is managed by St Leger Homes and is accounted for within CDC's financial statements.

Homes

Managing the CDC capital programme ensured continued investment in the housing stock. The property improvements programme totalled £23m and included external improvement schemes, environmental works, heating conversions and upgrades, estate works and structural repairs.

Building safety compliance investment was delivered in properties under our management and we also continued the External Wall Insulation (EWI) programme and secured external funding towards this.

We continue to carry out responsive and scheduled repair work and cyclical testing and servicing of heating and electrics to ensure the continued maintenance of our housing stock. We operate a 24/7 contact service. A Repairs Excellence project continued in the year and is reviewing all areas of the repairs service to improve performance, efficiency and reduce costs.

The stock condition surveying programme that commenced in 2021/22 continued in the year and results are being used in the long term investment planning.

People (Employees)

St Leger Homes has a dedicated HR and OD team, supporting high levels of business change, which has been considerable in recent years with realignments, restructures, demand on services and ways of working. Agile working is now fully embedded following the reopening of offices in 2021/22.

The programme of staff surveys that started in 2020/21 continued with three more in the year. These were again aimed at the continued assessment of employees' wellbeing, any issues with the agile working arrangements and capturing thoughts and ideas for future working arrangements.

St Leger Homes of Doncaster Limited

Strategic Report (continued)

People (Employees) - continued

Results are analysed and used to inform St Leger Homes' agile working approach and lead the implementation of policy change and associated guidance and learning and ways of working. The surveys have consistently seen high (and above target) levels of employee satisfaction, exceeding 80%.

Key employee related points to note for the year are summarised below.

Engagement:

- we held our annual staff conference in person again after holding them virtually in recent years, and included an Awards section recognising the St Leger 'Stars in our organisation';
- a number of virtual Q&A sessions with the Executive Management Team (EMT) were held enabling all employees to engage directly; and
- we delivered a number of further, remote Q&A sessions with EMT throughout the year, enabling employees to receive up to date information first hand and to ask EMT any questions.

Wellbeing:

- for the twelfth year running, we achieved the maximum five star rating in the British Safety Council's Occupational Health and Safety Audit scheme;
- retained accreditation to the international ISO45001 health and safety standard during 2022/23;
- continued our Public Health Bewell@Work activities throughout 2022/23, which includes plans working to achieve Gold (which was received in May 2023);
- the number of RIDDOR reportable injuries reduced in the year. A full evaluation of health and safety performance is provided to Board on a regular basis;
- we continued to invest in our staff and delivered a comprehensive learning and development programme for all staff during 2022/23. The programme offered numerous training courses and learning events, either on site or virtually and
- embedding Personal Development Plans (PDPs) - comprehensive training plans and learning needs analysis within our learning management system for all roles to manage mandatory training completion.

Equality, Diversity and Inclusion:

- we have asked our staff for their views on how we approach Equality, Diversity and Inclusion,
- feedback informed our Equality, Diversity and Inclusion Strategy 2022-2026;
- we have a balanced scorecard approach to monitor how representative our organisation is of the community that we serve, on the number of diverse employees that we employ and the number of diverse applicants applying for roles at St Leger;
- decreased our gender pay gap over five years, achieving a 50/50 male to female SMT ratio and
- increased the number of women in our trade based roles.

Apprenticeships:

- we continue to invest heavily in apprenticeships as part of succession planning and since 2005, St Leger Homes have trained over 125 trades apprentices;
- Increased the number of apprentices recruitment within the organisation taking in the region of 12 per year;
- won large employer of the year at the SY Apprenticeship awards 2022 and
- consistently met the national apprenticeship target for new recruits and supported high levels of WOW placements through our career start activity.

People (Tenants)

St Leger Homes maintained our commitment to providing suitable homes, maintaining independence, tackling social and financial exclusion and empowering people to have a better quality of life.

We received external recognition with a number of people related awards during the year, most notably reaccreditation for the Government Standard for Customer Service Excellence (CSE) for the thirteenth year running. The standard is awarded to public service organisations which meet strict criteria demonstrating that they focus on the needs and preferences of their customers and all elements are considered either 'Compliant' or 'Compliance Plus'.

St Leger Homes of Doncaster Limited

Strategic Report (continued)

People (Tenants) (continued)

The Access to Homes Service had another exceptionally busy year. Since the introduction of the Homelessness Reduction Act 2017 and demands of Covid19 requirements, this service area has experienced very high demand in general approaches for access to the housing register, housing advice and homeless applications, statutory rehousing and use of temporary homeless accommodation.

Addressing homelessness is one of the key priorities of Doncaster Growing Together and therefore within our Corporate Plan, ADP and SDPs. We work very closely with the Complex Lives (CL) Alliance, including CDC, NHS and Children's Services, to support vulnerable Doncaster residents.

We again secured Government funding which provided much needed resources and capacity to the service in their work towards addressing homelessness.

The severe weather emergency protocol (SWEP) was activated on several occasions in the year. SWEP ensures normal operational service is maintained and increased measures to prevent rough sleeping and keeping people safe during these periods. Working with our partners, we were able to ensure a bed was available for every rough sleeper who wanted one during the severe weather.

Effective partnership working is essential in delivering the required services to residents of the borough, and our work with the DWP, CAB, Doncaster Financial Inclusion Group (FIG), Doncaster Renewal Group and Community First Credit Union, among others, plays a key role in delivering solutions to our tenants.

Tenant involvement is also very important in monitoring and improving services. The Customer Voice Strategy was approved in March 2022 and quarterly Customer Voice meetings were held in the year and a One Voice Forum introduced to ensure that St Leger Homes is kept informed of the changing views, needs, desires and aspirations of the Doncaster community. We have a Tenants and Residents Improvement Panel (TRIP) who undertake a number of tasks and reviews each year. TRIP play a key role in our work on consultation, customer engagement, mystery shopping and reality checking. We work closely with 24 Tenants and Residents Associations (TARAs).

We are particularly proud of our work over the past few years in helping our tenants with sustaining their tenancies, the impact of benefit reform and more recently the cost of living crisis.

Our dedicated Tenancy Sustainability Team has received nearly 5,000 service referrals, verified nearly 30,000 individual UC claims and achieved £4m of financial gains for tenants since its creation in 2018. Performance is best reflected in the current arrears KPI which ended the year at 2.74%, better than target.

We have a strong safeguarding culture and are a member of both the Adult & Children Safeguarding Boards and play an important role with strategic partners across Doncaster. In addition, we have links with or are members of other partnership panels and boards, including the Health and Wellbeing Board, the Doncaster Integrated Care Partnership Board, Multi-Agency Risk Management Arrangements Conference (MARAC) and Domestic Abuse Housing Alliance (DAHA).

We carried out an increasing number of surveys with our tenants in 2022/23, including the annual STAR survey (see 'Customer satisfaction' below). These surveys are a vital source of information in developing our services.

Feedback from our tenants on a survey on Equality, Diversity and Inclusion (EDI) informed our renewed Equality, Diversity and Inclusion Strategy 2022-2026. The EDI balanced scorecard includes information about the diversity of our customer base. This is reported quarterly and is used to inform future action planning.

Our Communication Strategy 2022-2026 sets out our plans to build a strong company reputation and to ensure all our stakeholders are engaged, involved and informed about what we do and how we do it and that there are clear two way lines of communication to influence the services we deliver and how we deliver them.

St Leger Homes of Doncaster Limited

Strategic Report (continued)

Neighbourhoods

Our Customer Voice strategy strengthens our outcome focussed customer involvement structure. Our neighbourhoods work continued extensively in the year, including estate caretaker work, positive activity expenditure, estate walks and new fencing.

St Leger Homes has a proactive approach to anti-social behaviour and we continued to work effectively with our partners via the Doncaster Safer Partnership. We aim to ensure properties are empty for as short a period as possible as this has a positive impact on neighbourhoods, reducing anti-social behaviour (ASB) and crime, as well as having a positive impact on income to the HRA.

In high level ASB hot spot areas, multi-agency task force working is effective in combating crime and ASB and supporting victims. Wider investment on estates, to help enhance and improve neighbourhoods also continued, with fencing and parking schemes delivered and improvements to garage sites as part of our environmental programme.

We attended regular Neighbourhood Action Groups and Case Identification Meetings across the borough in all of our four geographical areas. As well as low level enforcement and support and involvement in local solutions groups, we successfully carried out enforcement sanctions on Notice of Seeking Possessions (Secure Tenancies), Notice of Possession Proceedings (Introductory Tenancies), Injunctions, Demoted Tenancy Orders, Evictions and Closure Orders.

St Leger is also part of an 'Environmental Pride' programme, designed to support communities to take action to improve their neighbourhoods.

Modern slavery

Modern slavery is a potential risk to our tenants, employees, residents of the borough, our suppliers and therefore to St Leger Homes.

It has no place in St Leger Homes' business or supply chains and we take a zero tolerance approach to it. Our commitment to all aspects of equality and diversity is inherent in our mission, vision, values and strategic objectives.

We are committed to acting ethically and with integrity in all our business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere within our operations.

We are also committed to ensuring there is transparency in St Leger Homes and in our approach to tackling modern slavery throughout our supply chains and we demand the same high standards from all of our contractors, suppliers and business partners.

We publish our annual modern slavery statement, which sets out St Leger Homes' activities to ensure there is no slavery or human trafficking in our operations. The latest statement can be found on our website at www.stlegerhomes.co.uk and it is also registered on the government website www.gov.uk.

Employment Policy

In 2022/23, the Company employed on average 816 staff / 739 whole time equivalents (2020/21: 813 staff / 737 whole time equivalents).

We continued our commitment to developing our staff through the delivery of our People Strategy whose action plan is reviewed by the Board annually and EMT every six months.

A number of employee policies and related documents were considered by EMT and Board in the year, including but not limited to sickness, competitive pay, training, equality and diversity and behaviours. A substantial amount of work, including employee consultation, was undertaken in developing a new behaviours framework and updated Employee Behaviours were launched in December 2022.

St Leger Homes of Doncaster Limited

Strategic Report (continued)

Employment Policy (continued)

We again met the commitments of the Disability Confident Scheme accredited by the Department for Work and Pensions. Achieving this accreditation means we can demonstrate that we make the most of the talents disabled people can bring to our workplace, enabling us to successfully recruit and retain disabled people and those with health conditions.

As part of our ongoing commitment to addressing any inequality issues in any form, we aim to ensure men and women are paid equally for doing equal work by determining their pay through an equality proofed job evaluation scheme. We published our Gender Pay Gap Report for 2022 in April 2023. This is available on our website.

Performance

St Leger Homes has dedicated Business Transformation (BTT) and Performance Teams (PT).

The focus of both teams in 2022/23 was to continue to develop and embed the integrated housing management solution and performance reporting framework, so that every area of the business can utilise an efficient ICT system and access timely and accurate information to ensure they deliver their services effectively.

At the start of each financial year, a suite of Key Performance Indicators (KPIs) is approved by Board and CDC. The suite is developed from strategic objectives, risks and Mayoral priorities, and is reported monthly at appropriate levels within St Leger and CDC. St Leger Homes validates these KPIs with a number of employee and customer surveys and benchmarking.

Key Performance Indicators 2022/23:

The table below summarises KPI performance against targets and comparatives where possible.

Indicator Description	22/23 Outturn	22/23 Target	21/22 Outturn	20/21 Outturn	19/20 Outturn	18/19 Outturn
% of current rent arrears against annual debit	2.74%	2.75%	2.55%	2.75%	2.79%	2.61%
Void rent loss % through vacant dwellings	0.67%	0.50%	0.79%	1.00%	0.59%	0.49%
Number of tenancies sustained post support	96.8%	97.3%	98.3%	97.3%	93.8%	n/a
Number of homeless preventions	850	n/a	566	604	965	n/a
Number of repairs first visit complete	94.8%	92.0%	90.2%	90.9%	90.2%	n/a
Gas servicing - % of properties with a valid landlord certificate	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Number of complaints upheld as a % of all interactions	0.09%	0.07%	0.13%	0.07%	0.06%	0.07%
<i>Complaints upheld</i>	323		403	233	240	250
<i>Complaints not upheld</i>	874		661	570	581	638
<i>Total complaints</i>	1,197		1,064	803	821	888
Days lost through sickness per FTE	11.7	7.9	11.9	6.6	8.2	8.9
ASB % of cases resolved	97.0%	95.6%	97.6%	95.2%	95.56%	93.0%
Percentage of local expenditure	67%	70%	73%	69%	63%	71%
Percentage of homes maintaining decent standard	99.69%	100.00%	99.99%	99.99%	100.00%	n/a

It is again particularly pleasing to report that current rent arrears performance outturned at 2.74% against the year-end target of 2.75%. The past few years have been particularly challenging with Universal Credit rolled out fully across the borough, Brexit, the Covid19 pandemic and related restrictions and in 2022/23 an emerging cost of living crisis where tenants experienced high inflation and very large increases in utility and fuel costs.

St Leger Homes of Doncaster Limited

Strategic Report (continued)

Performance (continued)

Void performance was worse than target throughout the year for both void rent loss and re-let times but has been improving slowly over the past two years and is in the top or upper quartiles when benchmarked with our peers and also all providers nationally.

Customer Satisfaction 2022/23

We again carried out an annual Survey of Tenants and Residents (STAR), as well as a programme of responsive, bespoke transactional customer surveys throughout the year. These are used to inform our service delivery methods and respond effectively to emerging needs.

The table below summarises satisfaction levels for the core questions for the 2022/23 STAR survey, with comparatives for previous surveys. There was no survey in 2020/21.

Core satisfaction survey question	2022/23	2021/22	2019/20	2017/18	2016/17	2015/16	2014/15
Overall satisfaction	81.3%	84.8%	87.0%	88.8%	91.0%	91.8%	90.9%
Quality of your home	75.7%	86.5%	89.4%	89.2%	92.7%	93.2%	92.1%
Neighbourhood as a place to live	72.8%	79.9%	81.2%	81.3%	89.9%	90.8%	91.4%
Rent provides value for money	82.9%	n/a	94.2%	92.8%	93.6%	93.4%	92.2%
Repairs and maintenance	80.3%	86.3%	90.1%	85.9%	89.4%	89.5%	88.8%
Listens to views and acts on them	73.2%	74.9%	83.1%	83.5%	85.8%	86.8%	85.9%

Results were generally lower than in 2021/22 and 2019/20 and housing providers across the country have also experienced similar falls in their satisfaction levels. Although our tenant satisfaction levels are lower, we remain in the upper quartiles when benchmarked nationally and with our peers.

Customer Service Standards

In addition to the KPIs, St Leger Homes reports on seven Customer Service Standards. These are set in consultation with our customers, taking into account our Corporate Plan 2019-2024, KPIs and the Regulatory Consumer Standards, to ensure our customers are clear about the levels of service they can expect from us and we are clear about what we need to deliver.

The standards are reviewed periodically and approved by EMT and Board, and performance is monitored on a quarterly basis.

For 2022/23, there were 13 measures across seven standards, covering the following areas:

- Helpful, friendly and polite staff and contractors;
- Being treated with respect and decency;
- Feeling safe in their home;
- Knowledgeable staff dealing with enquiries efficiently and effectively;
- Easy to contact us by their preferred method;
- Convenient appointments and
- Getting the service right.

The table below summarises our performance for the past five years:

Service standards	22/23	21/22	20/21	19/20	18/19	17/18
Compliant	7	6	7	8	8	9
Within target tolerance	2	3	1	3	2	4
Not compliant	4	6	3	2	3	0
Total	13	15	11	13	13	13

Our Service Standards were reviewed again in 2022/23 in light of the introduction of new Tenant Satisfaction Measures (TSM) under the Social Housing Regulation Bill and will form part of the wider KPI and TSM reporting in 2023/24.

St Leger Homes of Doncaster Limited

Strategic Report (continued)

Value For Money (VFM)

VFM is embedded in our mission, values and strategic objectives and our Annual Development Plan (ADP) and Directorate Service Delivery Plans (SDP) are developed around these objectives and priorities. St Leger Homes has a good track record on VFM.

We recognise the Regulator of Social Housing's Regulatory Standards as good practice and during the year, published our annual VFM self-assessment (based on the 2021/22 financial year) to capture all VFM achievements and work into one summary document.

The self-assessment again shows that St Leger is, in general, a low cost, mid to high performing organisation when benchmarked with our peers (around 25 organisations) and also all housing providers nationally (around 100 organisations). Benchmarking shows there are areas of good performance and also areas for improvement, with actions developed to improve these.

The VFM strategy was updated in 2022/23 and will ensure continued focus on optimising costs and performance.

Principal Risks and Uncertainties

Effective risk management has always been an integral part of our business planning process. We have recognised that identifying and managing the risks we face is a critical element in achieving our wider vision.

All strategic risks are considered by their potential impact on the delivery of the company's aims, objectives and the provision of services together with the predicted likelihood of the actual event or occurrence and the score registered on a risk matrix. A member of the Leadership Team is assigned as being the risk owner and assumes the responsibility of ensuring effective mitigation actions are in place. As in previous years, quarterly reviews and updates of the risk register took place during the year and this will continue in 2023/24.

Review of the Risk Register

Strategic risks have been identified with varying degrees of probability and impact on the organisation. These are monitored on a regular basis by the Board, Audit and Risk Committee, EMT and Leadership. A full review of the risk format, content and methodology was undertaken in the year to ensure all risks were adequately recorded and the processes were still fit for purpose.

The key strategic risks in the register at year end and going forward are 'The failure to:

- manage Homelessness issues within the borough
- deliver the Digital transformation programme and optimise use of ICT
- manage political and local expectations of St Leger and deliver on performance and value for money as measured by DMBC
- recruit, develop and retain a skilled, efficient and effective workforce
- manage all issues surrounding property compliance risks, including high risk residential accommodation and any emerging requirements
- manage corporate health, safety and compliance risks
- effectively govern and manage in an increasingly regulated climate
- maintain core service delivery and business continuity in an unstable world (e.g. illness, cost of living, fuel and material shortages, adverse weather, high inflation).

St Leger Homes of Doncaster Limited

Strategic Report (continued)

Future Developments

Our Annual Development Plan for 2023/24 was approved by the Board in April 2023 and is available on our website, along with our five year Corporate Plan, at www.stlegerhomes.co.uk . These documents set out our future plans and targets in the short and medium term. These are cross-referenced to the Doncaster's Growing Together (DGT) corporate strategy confirming St Leger's commitment to working in partnership with CDC and key partners.

The current five year Corporate Plan runs to March 2024 and work commenced in 2022/23 on its review and working with CDC to develop a new plan. A new five year plan will be approved before the next financial year by Board and CDC, along with a new five year Management Agreement enabling St Leger Homes to undertake longer term planning.

The main focus areas continue to be around governance and the requirements of the Social Housing Regulation Bill, new Tenant Satisfaction Measures, evidencing our compliance with the Regulator of Social Housing (RSH) standards, preparing for regulatory inspection, building safety and excellent customer service.

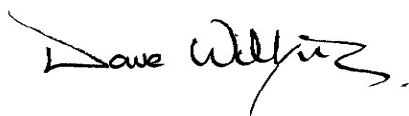
We will continue to work with our Tenants to assist them with the challenges that have emerged in recent years following the Covid19 pandemic and cost of living crisis, which come after a long period of minimising the impact of Welfare Reform.

The challenging economic and political climates mean we must continue to be an organisation which delivers efficiencies and value for money services. The investment in the past two years in the new Integrated Housing Management Solution is transforming the way the company operates and deliver further efficiencies and this will be developed further. We will continue to invest in our employees, the most recent being commencement of working towards Investors In People accreditation which commenced in May 2023.

We continually monitor our portfolio of commercial and community support services for impact and growth potential, respond to housing needs in the forward plan for capital projects and seek to further improve energy efficiency in our homes and our environmental footprint.

By order of the Board and signed on its behalf

St Leger Homes of Doncaster Limited
St Leger Court
White Rose Way
Doncaster DN1 3BU



Dave Wilkinson

Chair

St Leger Homes of Doncaster Limited

Directors' Report

Legal status of Company

The Company is limited by guarantee and does not have any Share Capital.

Status of Company and composition of the Board

CDC, the sole member of the Company, undertakes, in the event of the Company being wound up, to contribute such amount as may be required for the payment of the debts and liabilities of the Company. After the satisfaction of all the debts and liabilities the remaining assets will be transferred to the CDC Housing Revenue Account (as defined in the Local Government & Housing Act 1989).

A Board of non-executive Directors run the Company and is made up of representatives of the company, local community and independent members:

- One Independent Chair
- Three Council tenants
- Three Council nominees
- Three Independent members
- Chief Executive of St Leger Homes of Doncaster Limited

The composition of the Board reflects the range and mix of skills and experience required for the effective management of the Company. An Executive Management Team supports the Board; the Executive Management Team is responsible for the day-to-day running of the Company.

Proposed dividend

The Company has been set up as a non-profit making organisation, no dividends are paid. The Directors therefore do not recommend the payment of a dividend, or distribution of any surplus.

Directors and Directors' interests

The Directors who held office during the year are detailed on page 2.

Post Balance Sheet Events

There were no post balance sheet events to report.

Disclosure of information to auditors

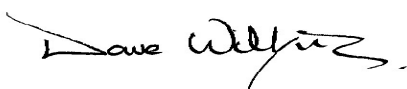
The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's Directors are individually unaware; and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

In accordance with section 385 of the Companies Act 2006 a tendering exercise will be carried out following the expiry of the existing External Auditors contract on the 30 September 2023.

By order of the Board and signed on its behalf

St Leger Homes of Doncaster Limited
Civic Office
Waterdale
Doncaster DN1 3BU



Dave Wilkinson

Chair

St Leger Homes of Doncaster Limited

Statement of Internal Control

The Board of Directors acknowledges its ultimate responsibility for ensuring that the Company has in place a system of controls that is appropriate to the various business environments in which it operates. These controls are designed to give reasonable assurance with respect to:

- The reliability of financial information used within the Company or for publication;
- The maintenance of proper accounting records; and
- The safeguarding of assets against unauthorised use or disposal.

It is the Board of Directors' responsibility to establish and maintain systems of internal financial control. Such systems can only provide reasonable and not absolute assurance against material financial misstatement or loss. The system of internal control includes the following key elements:

- Formal policies and procedures are in place, including the documentation of key systems and rules relating to the delegation of authorities, which allow the monitoring of controls and restrict the unauthorised use of the Company's assets;
- Experienced and suitably qualified staff to take responsibility for important business functions. Annual employee development review procedures have been established to maintain standards of performance;
- The establishment of written policies and procedures and a scheme of delegated authority designed to ensure that proper accounting records are maintained;
- A risk management framework in which priority risks are reviewed by the Board, Audit and Risk Committee, Executive Management Team and senior managers;
- Forecasts and budgets are prepared which allow the Board of Directors and management to monitor the key business risks and financial objectives and progress towards financial plans set for the year and the medium term. Regular management accounts are prepared promptly, providing relevant, reliable and up-to-date financial and other information and significant variances from budgets are investigated as appropriate;
- All significant new initiatives, major commitments and investment projects are subject to formal authorisation procedures, through the Board of Directors and officers of the Company;
- The internal audit programme is in place to review, appraise and report upon the adequacy of internal controls. Any actions necessary to correct any weaknesses identified by internal or external audit are incorporated within the action plan that is agreed and monitored by the Audit Committee. The annual report of the Internal Auditors for 2022/23 was received by Audit and Risk Committee in June 2023 and gave a positive opinion that the systems of internal control examined were generally sound with only a few exceptions.
- A full range of insurance including Fidelity Guarantee has been put in place to safeguard assets.

On behalf of the Board, management has reviewed the effectiveness of systems of internal control in existence for the year ended 31 March 2023. No weaknesses were found in the internal controls, which resulted in material losses, contingencies or uncertainties, which require disclosure in the financial statements or in the auditor's report on the financial statements. The Board of Directors is satisfied that this remains the case up to the signing of these documents.

The Board of Directors is also of the opinion that the Company has suitable internal controls for maintaining adequate accounting records, safeguarding the assets of the Company and for taking reasonable steps to prevent and detect fraud and other irregularities. These financial statements have been prepared on the basis that the Company is a going concern.

St Leger Homes of Doncaster Limited

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

St Leger Homes of Doncaster Limited

Independent Auditor's Report to the Members of St Leger Homes of Doncaster

Opinion

We have audited the financial statements of St Leger Homes of Doncaster (the 'Company') for the year ended 31 March 2023 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Reserves, the Statement of Cash Flows and the notes to the financial statements, including a summary of significant accounting policies in note 1. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2023 and of its income and expenditure for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Board's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Board with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The Board is responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

St Leger Homes of Doncaster Limited

Independent Auditor's Report to the Members of St Leger Homes of Doncaster (continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 18, the Board is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Board determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

St Leger Homes of Doncaster Limited

Independent Auditor's Report to the Members of St Leger Homes of Doncaster (continued)

Extent to which the audit was considered capable of detecting irregularities, including fraud

We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

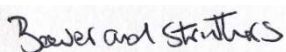
In identifying and addressing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

- We obtained an understanding of laws, regulations and guidance that affect the Company, focusing on those that had a direct effect on the financial statements or that had a fundamental effect on its operations. Key laws, regulations and guidance that we identified included the Companies Act 2006, tax legislation, health and safety legislation, and employment legislation.
- We enquired of the Board and reviewed correspondence and Board meeting minutes for evidence of non-compliance with relevant laws and regulations. We also reviewed controls the Board have in place, where necessary, to ensure compliance.
- We gained an understanding of the controls that the Board have in place to prevent and detect fraud. We enquired of the Board about any incidences of fraud that had taken place during the accounting period.
- The risk of fraud and non-compliance with laws and regulations was discussed within the audit team and tests were planned and performed to address these risks.
- We reviewed financial statements disclosures and supporting documentation to assess compliance with relevant laws and regulations discussed above.
- We enquired of the Board about actual and potential litigation and claims.
- We performed analytical procedures to identify any unusual or unexpected relationships that might indicate risks of material misstatement due to fraud.
- In addressing the risk of fraud due to management override of internal controls we tested the appropriateness of journal entries and assessed whether the judgements made in making accounting estimates were indicative of a potential bias.

Due to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, as with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing fraud or non-compliance with laws and regulations and cannot be expected to detect all fraud and non-compliance with laws and regulations.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Richard Graham ACA (Senior Statutory Auditor)

For and on behalf of
Beever and Struthers
Statutory Auditor
1 George Leigh House
St Ancoats
Manchester
M4 5DL

Date: 25 August 2023

St Leger Homes of Doncaster Limited

Income Statement

For the year ended 31 March 2023

		Year Ended 31 March 2023	Year Ended 31 March 2022
	Note	£000	£000
Turnover	2	54,209	48,452
Cost of Sales		(53,137)	(47,429)
Gross Profit		<u>1,072</u>	<u>1,023</u>
Administrative Expenses		(6,662)	(6,577)
(Loss)		<u>(5,590)</u>	<u>(5,554)</u>
Interest payable	13	(1,229)	(1,292)
(Loss) on Ordinary Activities before Taxation		<u>(6,819)</u>	<u>(6,846)</u>
Tax on (Loss) on Ordinary Activities	6	0	0
(Loss) on Ordinary Activities after Taxation		<u><u>(6,819)</u></u>	<u><u>(6,846)</u></u>

All of the activities of the company are classed as continuing.

The accounts are prepared on a historical cost basis.

Statement of Comprehensive Income

For the year ended 31 March 2023

		Year Ended 31 March 2023	Year Ended 31 March 2022
	Note	£000	£000
(Loss) attributable to the members of the Company		(6,819)	(6,846)
Actuarial gain/(loss) recognised in the pension scheme for the financial year	13	73,703	22,717
Pension surplus not recognised	13	(2,378)	-
Total comprehensive income for the financial year		<u>64,506</u>	<u>15,871</u>

The notes on pages 26 to 37 form part of these financial statements.

St Leger Homes of Doncaster Limited

Statement of changes in Revenue Reserve

As at 31 March 2023

	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
Balance as at 1 April	(42,922)	(58,793)
Profit from Statement of Comprehensive Income for the year ended 31 March	64,506	15,871
Balance at 31 March	21,584	(42,922)

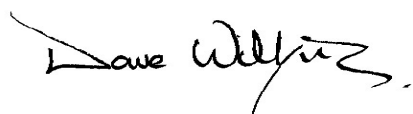
St Leger Homes of Doncaster Limited

Statement of Financial Position

As at 31 March 2023

		As at 31 March 2023		As at 31 March 2022	
	Note	£000	£000	£000	£000
Current Assets					
Inventories	7		2,385		2,085
Debtors	8 & 18		3,931		3,927
Cash and cash equivalents			78		2,527
			<u>6,394</u>		<u>8,539</u>
Creditors: amounts falling due within one year					
Bank Overdraft	9 & 18		(6,324)		(8,469)
			<u>0</u>		<u>0</u>
Net Current Assets			70		70
Provisions for liabilities and charges	10		(70)		(70)
			<u>0</u>		<u>0</u>
Net assets excluding pension assets/(liabilities)			0		0
Pension assets/(liabilities)					
Pension asset/(liability)	13	<u>21,584</u>	21,584	<u>(42,922)</u>	(42,922)
Net assets/(liabilities) including pension assets/(liabilities)			<u>21,584</u>		<u>(42,922)</u>
Capital and reserves					
Profit and loss account			<u>21,584</u>		<u>(42,922)</u>

These financial statements were approved by the Board of Directors on 3 August 2023 and were signed on its behalf by:



Dave Wilkinson
Chair

Company registration number 05564649

The notes on pages 26 to 37 form part of these financial statements

St Leger Homes of Doncaster Limited

Statement of Cash Flows

For the year ended 31 March 2023

		Year Ended 31 March 2023	Year Ended 31 March 2022
	Note	£000	£000
Cash flow from operating activities		(2,449)	1,267
Profit for the financial year		0	0
Adjustments for:			
Depreciation of property plant, & equipment		0	28
(Increase) in debtors	8 & 18	(4)	(234)
(Increase) in work in progress and stock	7	(300)	(309)
(Decrease) / increase in creditors	9 & 18	(2,145)	1,782
Net cash outflow from operating activities		(2,449)	1,267
Cash flow from investing activities			
Purchase of property plant, & equipment		0	0
Net decrease in cash and cash equivalents		(2,449)	1,267
Cash and cash equivalents at the beginning of the year		2,527	1,260
Cash and cash equivalents at the end of the year		78	2,527

The notes on pages 26 to 37 form part of these financial statements

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements)

1. Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements. The prior year results are for the year ended 31 March 2022. St Leger Homes was incorporated in the United Kingdom and its registered office is Civic Office, Waterdale, Doncaster, DN1 3BU.

Basis of Accounting

The financial statements have been prepared in accordance with applicable accounting standards and under historical cost accounting rules. The financial statements are presented in £ sterling and rounded to the nearest thousand pounds.

These financial statements are for the year ended 31 March 2023 and comply with FRS102.

St Leger Homes undertakes the management and maintenance of the housing stock of Doncaster Council (CDC) and the management of the investment programme for the modernisation of the housing stock.

The Management Agreement is in place whereby CDC will take back the assets and liabilities of St Leger Homes at the end of its life or if the operations move elsewhere.

It has been declared by HMRC that ALMOs have been adjudged to be "non-trading" with regards to the business that is conducted between the ALMO and its parent council and thus ALMOs are exempt from corporation tax on any surpluses generated through this relationship.

Turnover

Turnover represents the amounts derived from the provision of goods and services in the normal course of business, net of trade discounts, VAT and other sales related taxes.

Post-retirement Benefits

The Company participates in the Local Government Pension Scheme (LGPS). The scheme is a defined benefit pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. Pension scheme assets are measured at fair value and pension scheme liabilities are measured on the actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent term and currency to the scheme liabilities.

When a pension scheme is in deficit, the requirement of Section 28 of Financial Reporting Standard (FRS) 102 is to show the pension scheme as a liability on the balance sheet. When a pension scheme is in surplus, the level of surplus disclosed is based on a number of underlying assumptions and conditions.

The last full triennial valuation was carried out as at 31 March 2022 and the pension scheme is now in surplus.

As a result of the agreements that exist between St Leger Homes and CDC, a pension related guarantee from CDC to cover all related pension costs exists.

For defined benefit schemes the amounts charged to the profit are the current service costs and gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are recognised immediately in the profit and loss account if the benefits have vested. If the benefits have not vested immediately, the costs are recognised over the period until vesting occurs.

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements-continued)

Post-retirement Benefits (continued)

The interest cost and expected return on investments are shown as a net amount of other finance costs or credits adjacent to interest. Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses.

Judgements in applying accounting policies and key sources of estimation uncertainty.

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Going Concern

The accounts have been prepared on a going concern basis.

The pension scheme in the Statement of Financial Position for St Leger shows an overall surplus, comprising a pension asset and positive revenue reserves at 31 March 2023. The position at 31 March 2022 was an overall negative position with a pension liability and negative revenue reserves. The accounting treatment does not impact on the day to day operations of St Leger Homes and the accounts have been prepared on a going concern basis since the Directors believe the company will continue to operate for the foreseeable future.

Provisions for bad debts

Provision is made against debts to the extent that they are considered potentially irrecoverable. Debtor balances are reviewed individually for recoverability.

Provisions for liabilities

FRS 102 requires that a liability is recognised to the extent of any unused holiday pay entitlement which has accrued at the balance sheet date and carried forward to future periods and that this is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the balance sheet date. No accrual has been made for holiday pay on the grounds of materiality. This area is reviewed on an annual basis.

Pension liability

The critical underlying assumptions in relation to the estimate of the pension defined benefit scheme obligation such as standard rates of inflation, property valuations, mortality, discount rate and anticipated future salary increases. Variations in these assumptions have the ability to significantly influence the value of the asset or liability recorded and annual defined benefit expense.

There is evidence from the external management expert that part of the pension asset at March 2023 is recoverable, and this has been recognised in the Statement of Financial Position.

Operating Leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements-continued)

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Except where otherwise required, full provision is made, without discounting, for all timing differences which have arisen but not reversed at the balance sheet date except as required by FRS 102 Section 29.

Cash

Cash, for the purpose of the statement of cash flows, comprises cash in hand and deposits repayable within three months, less overdrafts payable on demand.

Inventories

Stock is stated at the estimated selling price less cost to sell. WIP is attributable to finished goods that include labour, materials and direct/indirect overheads.

2. Analysis of turnover

	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
By Activity		
Housing and support services	22,567	21,589
Repairs and technical services	31,642	26,863
	<hr/> 54,209	<hr/> 48,452

3. Profit/Loss on ordinary activities before taxation

Turnover and profit/loss on ordinary activities all arose in the United Kingdom and are attributable to the principal activity of the business.

Profit/loss and profit/loss on activities before taxation is stated after charging:

	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
Auditors' Remuneration	22	19
Internal Audit	30	28
Staff Costs (see note 4)	28,579	25,951
Operating lease rentals		
- Buildings (see note 13)	133	67
	<hr/>	<hr/>

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements-continued)

4. Staff numbers and costs

The average monthly number of whole time equivalent (WTE) employees was:

	Year Ended 31 March 2023	Year Ended 31 March 2022
	No. of employees	No. of employees
Housing and support services	318	313
Repair and technical services	430	422
Directors	4	4
	752	739

Their aggregate remuneration comprised:

	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
Wages and salaries	23,356	21,472
Social Security costs	2,298	1,976
Pension Contributions	2,925	2,503
	28,579	25,951

Aggregate number of full time equivalent staff whose remuneration (including compensation for loss of office) exceeded £50,000 in the period:

	Year Ended 31 March 2023	Year Ended 31 March 2022
	No. of employees	No. of employees
£50,001 to £60,000	11.0	8.0
£60,001 to £70,000	11.0	8.0
£70,001 to £80,000	1.0	0.0
£90,001 to £100,000	3.0	2.0
£130,001 to £140,000	1.0	1.0

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements-continued)

5. Remuneration of Directors

	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
Members of the Board of Directors		
Directors' emoluments	25	24
None of the Directors are members of the defined benefit pension scheme	0	0
Members of the Executive Management Team		
The Executive Management Team, including the Chief Executive Officer, received emoluments as follows:		
Aggregate emoluments (wages and salary) payable to the Executive Management Team. (Including pension contributions. No benefits in kind were received.)	490	477
<hr/>		
	No. of Board Members	No. of Board Members
£1,001 to £2,000	2	-
£2,001 to £3,000	4	5
£3,001 to £4,000	1	1
£9,001 to £10,000	1	1

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements-continued)

6. Taxation

Analysis of charge in period

	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
UK Corporation Tax	0	0
	<hr/>	<hr/>
	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
(Loss) on ordinary activities before tax	(6,827)	(6,846)
	<hr/>	<hr/>
Specific activities within the scope of corporation tax	572	444
	<hr/>	<hr/>
Total current tax charge	0	0
	<hr/>	<hr/>

The tax liability for 2022/23 is £Nil (2021/22 £Nil). St Leger Homes provides a number of services that fall within the scope of corporation tax, but the cost of providing these specific activities exceeds the income generated.

7. Inventories

	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
Work in Progress	1,345	1,216
Stock	1,040	869
	<hr/>	<hr/>
	2,385	2,085
	<hr/>	<hr/>

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements-continued)

8. Debtors

	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
Amounts owed by group undertakings	2,410	2,507
Trade Debtors	67	48
Other tax and social security	982	1,098
Prepayments and accrued income	472	274
	<u>3,931</u>	<u>3,927</u>

9. Creditors: amounts falling due within one year

	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
Amounts owed to group undertakings	3,516	5,269
Trade creditors	320	0
Accruals and deferred income	2,488	3,200
	<u>6,324</u>	<u>8,469</u>

10. Provisions for liabilities and charges

	Year ended 31 March 2023	Year ended 31 March 2022
	£000	£000
On-going cases	<u>(70)</u>	<u>(70)</u>
	<u>(70)</u>	<u>(70)</u>

11. Called up share capital

The Company is limited by guarantee and does not have any called-up share capital.

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements-continued)

12. Financial Commitments

The payments which the company is committed to make in the next year and beyond under operating leases are as follows:

	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
Land and Building leases expiring:		
In one year	133	67
In 2 to 5 years	133	0
In more than 5 years	0	0
	<hr/>	<hr/>
	266	67
	<hr/>	<hr/>

13. Pension scheme

The Company participates in the South Yorkshire Pension Authority (Local Government) Pension Fund. The pension contributions payable by the Company to the scheme amounted to £3.6m.

There were no outstanding or prepaid contributions at either the beginning or end of the financial year.

The pension scheme provides benefits based on pay, contributions being charged to the profit and loss account so as to spread the cost of pensions over employees' working lives in the Company. The contributions are determined by a qualified actuary.

The pension fund and actuaries will keep the level of employers' contributions under review to allow the fund to balance in the medium term. It has been agreed that an employer rate of 10.2% of pensionable pay will apply in the 2023/24 financial year.

The most recent published valuation was at 31 March 2022. This valuation was for the entire South Yorkshire Pension Authority (Local Government) pension fund. The applicable financial assumptions underlying the 31 March 2022 valuation were:

	Year Ended 31 March 2023	Year Ended 31 March 2022
Current rate of employers' contributions	16.0%	16.0%

The current mortality assumptions include sufficient allowance for future improvements in mortality rates. The assumed life expectations on retirement age 65 are:

Demographic assumptions – life expectancy	Year Ended 31 March 2023	Year Ended 31 March 2022
Current Pensioners - Male	20.5 years	22.6 years
Current Pensioners – Female	23.7 years	25.4 years
Future Pensioners - Male	21.5 years	24.1 years
Future Pensioners – Female	25.2 years	27.3 years

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements-continued)

Actuarial Assumptions

	31 March 2023		31 March 2022	
Rate of increase in salaries	3.55%		4.20%	
Rate of increase of pensions in payment	2.95%		3.20%	
Discount rate	4.75%		2.70%	
Rate of inflation	3.00%		3.20%	
Value of assets	£000	%	£000	%
Equities	75.63	45.2	79,430	46.6
Bonds	27.98	16.7	30,620	18.0
Property	14.18	8.5	14,600	8.6
Cash	1.60	1.0	1,900	1.1
Other	48.04	28.7	43,920	25.8
Total market value of assets	<u>167,433</u>		<u>170,470</u>	
Actuarial value of liability	<u>(143,471)</u>		<u>(213,392)</u>	
Net pension Asset/(Liability)	<u>23,962</u>		<u>(42,922)</u>	

Defined Benefit Obligation

	Year ended 31 March 2023	Year ended 31 March 2022
	£000	£000
Opening Benefit Obligation	213,392	213,213
Current service cost	8,514	8,061
Interest Cost	5,852	4,546
Contributions by Members	1,538	1,337
Actuarial (Gain) on Liabilities	(82,788)	(11,187)
Impact of Losses settlements and curtailments	0	0
Unfunded benefits paid	(4)	0
Benefits/transfers Paid	<u>(3,033)</u>	<u>(2,578)</u>
Closing Benefit Obligation	<u>143,471</u>	<u>213,392</u>

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements-continued)

Fair value of employer assets

	Year ended 31 March 2023	Year ended 31 March 2022
	£000	£000
Opening Fair Value of Employer Assets	170,470	154,420
Expected Return on Assets	4,623	3,254
Contributions by Members	1,538	1,337
Contributions by Employer	2,920	2,503
Contribution to unfunded benefits paid	0	4
Administration expenses	0	0
Actuarial Gain on Assets	(9,085)	11,530
Benefits/transfers Paid	(3,033)	(2,578)
Closing Fair Value of Employer Assets	<u>167,433</u>	<u>170,470</u>

Movements in surplus/(deficit) during the year

	Year ended 31 March 2023	Year ended 31 March 2022
	£000	£000
Opening Deficit in the Scheme	(42,922)	(58,793)
Movement in year:		
Current service cost	(8,514)	(8,061)
Employer Contributions	2,920	2,503
Contribution to unfunded benefits paid	4	4
Impact of settlements and curtailments	0	0
Net returns on (interest cost)	(1,229)	(1,292)
Actuarial gain	73,703	22,717
Surplus/(Deficit) in scheme at end of year	<u>23,962</u>	<u>(42,922)</u>
Pension surplus not recognised	(2,378)	0
Recognised Surplus/(Deficit) in scheme at end of year	<u>21,584</u>	<u>(42,922)</u>

The plan has a gross surplus at the reporting date of £23.962m. St. Leger Homes has recognised an asset to the Statement of Financial Position to the extent that it is able to recover the surplus either through reduced contributions in the future or through refunds from the plan. The plan surplus (asset ceiling) has been calculated by the scheme actuary to be £21.584m and a surplus of £2.378m has not been recognised in the balance sheet as a result.

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements-continued)

Amounts charged to profit/(loss)	Year ended 31 March 2023	Year ended 31 March 2022
	£000	£000
Current service cost	8,514	8,061
Impact of settlement and curtailments	0	0
Total charge	8,514	8,061

14. Analysis of net funds

Cash at bank and in hand	Year ended 31 March 2023	Year ended 31 March 2022
	£000	£000
At the beginning of the year	2,527	1,260
Cash flow	(2,449)	1,267
At end of the year	78	2,527

15. Related Party Transactions

Details as to the status of the Company and composition of the Board of Directors is given in the Directors' Report. The ultimate controlling party is CDC.

Total Company turnover in 2022/23 was £54.2m including £35.6m from CDC in management fees and £10.4m relating to capital works. Service level agreements amounted to £5.7m.

	Year Ended 31 March 2023	Year Ended 31 March 2022
	£000	£000
Debtors (monies owed by CDC)	3,747	3,723
Creditors (monies owed to CDC)	3,516	5,269

St Leger Homes of Doncaster Limited

Notes (forming part of the financial statements-continued)

16. Contingent Liabilities

The Company had no contingent liabilities at 31 March 2023 (2022: £Nil).

17. Ultimate controlling body

The Company is a subsidiary undertaking of City of Doncaster Council, a local government organisation.



AUDIT MANAGEMENT LETTER

Year ending 31 March 2023

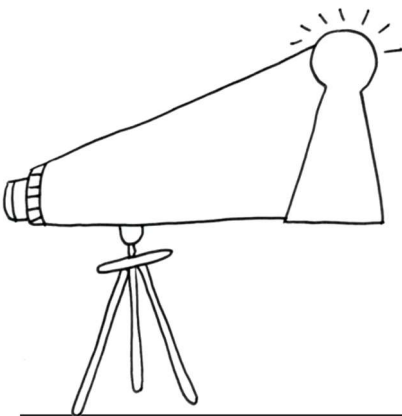


CHARTERED ACCOUNTANTS
AND BUSINESS ADVISORS



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INTRODUCTION

Our audit of the financial statements of St Leger Homes of Doncaster is now complete. We have no further matters or audit points to bring to you attention.

In order to comply with the provisions of the International Standard on Auditing (ISA) 260 – ‘Communication with those Charged with Governance’ we report to management on the findings of our audit, with particular reference to:

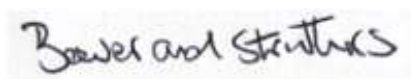
- views about the qualitative aspects of the Company’s accounting practices and financial reporting;
- adjusted and unadjusted misstatements, apart from those which fall below the threshold for reporting to the Audit and Risk Committee ((the ‘Committee’) as they are clearly trivial;
- matters specifically required by other Auditing Standards to be communicated to those charged with governance (such as fraud and error);
- expected modifications to the auditor’s report;
- the letters of representation;
- significant deficiencies in the accounting and internal control systems; and
- any other relevant and material matters relating to the audit.

We also take this opportunity to comment on the Company’s performance for the year and to confirm our professional integrity, objectivity and independence.

We see effective communication with the the Committee as being a key part of our audit, and it is important that there is effective two way communication. We welcome any feedback or questions regarding the conduct of the audit process.

This report is not intended to cover every matter which came to our attention during the audit. We do not accept any responsibility for any reliance placed on it by third parties. Our procedures are designed to support our audit opinion and cannot be relied upon to identify any weakness in systems or controls which may exist.

We would like to take this opportunity to formally record our appreciation for the assistance and co-operation provided to us by the Finance Team which assisted us during the course of our audit.



Beever and Struthers

Date: 24 August 2023

KEY AUDIT AREAS

The following table summarises the key audit issues we identified as requiring specific consideration and the audit procedures we undertook in relation to them.

Audit Issue per Audit Plan Overview (presented in March 2023)	Audit Procedures and Results
<p>Assessment of Fraud Risk</p> <p>ISA 240 “The Auditor’s responsibility to consider fraud” requires us to consider the risk of fraud and the impact that this has on our audit approach. In addition, ISA 700 “Forming an Opinion and Reporting on Financial Statements”, means auditors are required to explain in the auditor’s report to what extent the audit was considered capable of detecting irregularities, including fraud. There is a presumed significant risk of fraud in two areas:</p> <p>Revenue Recognition <i>(Management Fee – Other audit risk)</i> <i>(Other income – significant risk)</i></p> <p>Material misstatements due to fraudulent reporting often result from an overstatement of revenues, for example through premature revenue recognition or recording fictitious revenues. The auditor therefore presumes that there are risks of fraud in revenue recognition and considers which types of revenue may give rise to fraud risks.</p> <p>For the Company the main income stream is a management fee from the Council. We therefore have initially assessed the risk of fraud in the recognition of management as low and expect to rebut the assumption that this area is a significant risk.</p> <p>Management Override (Significant Risk)</p> <p>Under ISA 240 there is a presumed risk of management override of the system of internal controls.</p> <p>Material misstatements can arise from management overriding the controls which are in place or by manipulating the results to achieve targets and the expectations of the stakeholders.</p>	<p>Revenue Recognition</p> <p>Our audit is designed to provide reasonable assurance that the accounts are free from material misstatement whether caused by fraud or error. In particular we reviewed revenue recognition and management control override.</p> <p>As part of the audit planning:</p> <ul style="list-style-type: none">• We met management to discuss fraud related risks and the risk of material misstatement in the financial statements; and• We reviewed the fraud register. <p>During the audit fieldwork, we assessed and tested the management fee from the Council and other material sources of income. We also performed analytical review on the material income streams and tested the cut-off on the other income.</p> <p>Your work is now complete.</p> <p>Management Override</p> <p>As part of our year-end audit work we used data analytics in our review of manual journals posted in the year and reviewed material year end journals.</p> <p>Our review of key estimates and judgements in the financial statements indicated that they had been made on a reasonable basis and showed no evidence of management bias.</p> <p>The journals testing is now complete and has not identified any matters to draw to your attention.</p>

KEY AUDIT AREAS

Audit Issue per Audit Plan Overview (presented in March 2023)	Audit Procedures and Results
<p>Key judgements and Estimates (Other audit risk)</p> <p>The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the going-concern disclosure and amounts reported for assets and liabilities at the year-end and the amounts reported for revenues and expenses during the year. Given its nature, this area is a key audit focus.</p> <p>ISA 540 “Auditing Accounting Estimates and Related Disclosures” also places additional emphasis on scepticism in the audit process, with its importance increasing when accounting estimates are subject to a greater degree of estimation uncertainty or are affected to a greater degree by complexity, subjectivity, or other inherent risk factors.</p>	<p>Our work has been designed to assess whether the key judgements and estimates were made appropriately in line with our knowledge of the Company and the industry, and were disclosed satisfactorily in the Financial Statements.</p> <p>This area of work includes testing across a number of the key audit and our work has not identified evidence of management bias.</p> <p>The main material estimate which is included in management’s critical judgements relates to the valuation of the scheme assets in the South Yorkshire Pension Fund. This work is now complete and further details are provided on the following page.</p>

KEY AUDIT AREAS

Audit Issue per Audit Plan Overview (presented in March 2023)	Audit Procedures and Results
<p>Valuation of the Defined Benefit pension liability (Significant risk)</p> <p>The Company participates in the South Yorkshire defined benefit Local Government Pension scheme (LGPS). As at 31 March 2022 the LGPS defined benefit pension liability was £49,922K (2021: £58,793K).</p> <p>Accounting for defined benefit pension schemes involves significant estimation and judgements. Management engages actuaries to undertake calculations on their behalf. The actuaries of the schemes will value the pension liabilities for Section 28 of FRS 102 purposes, and these will be included in the financial statements at 31 March 2023.</p> <p>ISAs 500 and 540 require us to undertake procedures on the use of management experts and the assumptions underlying the fair value estimates</p>	<p>In our previous updated we confirmed that have completed some procedures which included reviewing the disclosures included within the financial statements were appropriate and in line with the actuarial report, which reported that scheme position has improved from a liability of £42,922K in 21/22 to an asset position of £30,684K in 22/23. However, this area of work was not finalised as additional work was still required to consider the accounting treatment for the pension asset.</p> <p>Management have now received a further report from the actuary which now reports the asset at £23,962K, which fully reflects the position for the whole of 2022/23.</p> <p>The reasons for the increase are due to a fall in the liabilities of £69,921K due to gains in the actuarial financial assumptions and an increase in the value of scheme assets of £3,037K. The basis of the improvement from a liability in the prior year to an asset this year is primarily due to high UK corporate bond yields result in high accounting discount rates which place a significantly lower value on the pension obligations compared to 2021/22.</p> <p>The accounting treatment of the pension asset is set out in Financial Reporting Standard (FRS) 102 (para 28.22) which permits an 'entity shall recognise a plan surplus as a defined benefit plan asset only to the extent that it is able to recover the surplus either through reduced contributions in the future or through refunds from the plan'. Management has assessed the recoverability of the asset through obtaining further information from the Management Expert and concluded that £2,378K is not recoverable and the asset to be disclosed on the Statement of Financial Position as £21,584K.</p> <p>During the audit we have completed the following work:</p> <ul style="list-style-type: none"> discussed the process and arrangements for obtaining the Section 28 of FRS 102 valuations from the schemes' actuaries, including the instructions given to the actuaries; agreed the LGPS adjustments to the financial statements; reviewed the LGPS information provided by the actuaries to the Group and considered the disclosure implications; reviewed the LGPS actuarial valuations and the assumptions made by the actuaries to ensure

KEY AUDIT AREAS

Audit Issue per Audit Plan Overview (presented in March 2023)	Audit Procedures and Results
	<p>the assumptions are consistent with those used in 2021/22, or that any changes are understood and are reasonable;</p> <ul style="list-style-type: none">• reviewed the accuracy of the LGPS journal processed at the year-end;• reviewed the disclosures and the notes to the accounts at the final audit visit to ensure they comply with Section 28 of FRS 102;• testing on the split of assets between the Group and the other employers in the multi-employer schemes. <p>Our work in this area has been completed and we agree with Management's judgement to cap the pension asset at £NIL.</p>

KEY AUDIT AREAS

Audit Issue per Audit Plan Overview (presented in March 2023)	Audit Procedures and Results
<p>Going-concern (Other Audit risk)</p> <p>Under the going concern assumption, a Company is viewed as continuing in business for the foreseeable future. Accounting requirements indicate that any material uncertainties about the appropriateness of the going concern assumption are disclosed adequately in the financial statements.</p> <p>The current economic and political climate continues to be challenging. Our assessment of the Company as going concern needs to take into account the position for the 12 month period from the date the Auditor Report is issued.</p> <p>At the Planning meeting on 6 February 2023, the Director of Corporate Resources and Head of Finance and Business Assurance confirmed that it is unlikely that a signed management fee agreement with Doncaster Council will be in place covering 2024/25 would be in place at the time the Board signed the accounts in July 2023.</p>	<p>We have reviewed the directors' assessment of the going concern assumption and are content that this is an appropriate basis on which to prepare the financial statements.</p> <p>We have received confirmation that the Council's cabinet meeting on 16 August 2023 ratified the decision to agree a new 5 year extension from 2024/25..</p> <p>As part of the audit work we have reviewed the Company's 2023/24 budget and the underlying assumptions.</p> <p>Our work is now complete and we have not identified issues relating to going concern.</p>

OVERVIEW OF FINANCIAL STATEMENTS

STATEMENT OF COMPREHENSIVE INCOME

	2023 £'000	2022 £'000		
Turnover	54,209	48,452	➤➤	Turnover has increased by £5.7M on 21/22. The initial HRA/GF management fund was £36.29M which was an increase of £2.1M on the prior year. During the year the company has received additional support of £2.5M from the Council. For the HRA, £1.15M was received to support manage inflationary pressures on general inflationary pressures and also the pay award which was 7% compared to the budget of 2%. A further £1.35M was received for capital income for a 15% increase in for schedule of rates. Other income has increased £1.3M which includes £294K for the Rough Sleeper initiative.
Cost of Sales	(53,137)	(47,429)	➤➤	Cost of sales has increased by £5.7M on the prior year. The main increases relate to inflationary pressures in key areas of the business which include staff costs through the pay award and new posts, together with price increases in utility charges and supplies and services.
Administrative expenses	(6,662)	(6,577)	➤➤	Only a £85K increase on the prior year.
Interest payable	(1,229)	(1,292)	➤➤	Only a £63K reduction which relates to the Pension interest as confirmed in the Local Government Scheme Actuarial Report.
(Loss)/Profit on Ordinary activities	(6,819)	(6,846)		
Pension Actuarial gain/(loss)	71,325	22,717	➤➤	In 21/22 the liability position on the pension had reduced to £15,871K due to actuarial gains. However, further actuarial gains in 22/23 has now moved the pension in to an asset position. This consistent with the Local Government Scheme Actuarial Report. See pages 4 and 5 for further details.
Total comprehensive Income	64,506	15,871		

OVERVIEW OF FINANCIAL STATEMENTS

STATEMENT OF FINANCIAL POSITION

	2023 £'000	2022 £'000		
Fixed assets	0	0	➤➤	The company have made no additions in fixed assets which is in line with expectations.
Current assets	6,394	8,539	➤➤	Current assets comprise debtors, stock, and cash. Overall levels of current assets have decreased by £2.1M compared to the prior year. The main change is a reduction in cash and cash equivalents of £2.4M. This is off-set with an increase of £300K in inventory.
Creditors: amounts falling due within one year	(6,324)	(8,469)	➤➤	Creditors less than one year have decreased by £2.1M. Several categories have reduced on 2021 but the two main changes are a reductions in accruals and deferred income of £712K and amounts owed to the Council of £1.8M. Trade creditors have increased by £320K.
Provisions	(70)	(70)	➤➤	The provision relates to potential costs to rectify dilapidations in relation to St Leger Court and St Leger House. The position remains unchanged as the Council have not finalised whether the company are liable for any works.
Pension	21,584	(42,922)	➤➤	The scheme position has improved from a liability of £42.92M in 21/22 to an asset position of £30.68M in 22/23. Whilst this is in line with the LGPS Actuarial Report our work is ongoing as this will only be recognised if there is evidence to support its recoverability.
Capital and reserves	21,584	42,922	➤➤	

INDEPENDENCE

Ethics and Independence

In the UK and Ireland, auditors are subject to the ethical requirements of the Financial Reporting Council's 2019 Revised Ethical Standard for Auditors.

International Standard on Auditing (ISA) 260 – Communication with those Charged with Governance and good practice require us to confirm the following to those charged with governance:

- Details of all relationships between the auditor and the client.
- Total fees charged for the provision of other services.
- Related safeguards in place to eliminate identified threats to independence.
- Confirmation that the auditor complies with Ethical Standards.

The Audit and Risk Committee should take an active role in considering whether the external auditor's independence might be impaired by the provision of non-audit services.

Non-Audit Services

We have not provided any non-audit services in either the previous financial year or current financial year.

Independence Declaration

We confirm that:

- We are not aware of any personal or professional relationships between Beever and Struthers and the Company.
- We have not undertaken any non-audit services for the Company in the year.
- We therefore conclude that we comply with Ethical Standards and in our opinion the firm is independent within the meaning of regulatory and professional requirements and the objectivity of the engagement partner and the audit staff is not impaired.

We have reviewed our independence and confirm that, in our professional judgement, this firm is independent within the meaning of regulatory and professional requirements and the objectivity of the audit engagement Director, Richard Graham, and the audit staff is not impaired.

QUALITATIVE ASPECTS OF ACCOUNTING PRACTICES AND FINANCIAL REPORTING

Accounting Policies

FRS 102 requires that entities should review their accounting policies regularly to ensure that they are appropriate to its particular circumstances for the purposes of giving a true and fair view. The Company's Audit Committee plays a key role in this process.

We have reviewed the Company's accounting policies and key judgement areas as stated in the financial statements in detail and confirm that we judge them to be appropriate to provide relevant, reliable, comparable and understandable information.

Accounting Estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities at the year-end and the amounts reported for revenues and expenses during the year.

ISA 540 "Auditing Accounting Estimates and Related Disclosures" also places additional emphasis on scepticism in the audit process, with its importance increasing when accounting estimates are subject to a greater degree of estimation uncertainty or are affected to a greater degree by complexity, subjectivity, or other inherent risk factors.

Key accounting estimates and judgements in the financial statements include:

- valuation of the pension fund scheme assets;
- Accruals
- Provisions for liabilities
- Provision for doubtful debts

We confirm that these estimates have been made appropriately in line with our knowledge of the Company and the industry and are disclosed satisfactorily in the financial statements.

Financial Statement Disclosures

We confirm that we judge the disclosures throughout the financial statements to be neutral, consistent and provide sufficient clarity to the user.

QUALITATIVE ASPECTS OF ACCOUNTING PRACTICES AND FINANCIAL REPORTING

Significant Matters Arising from the Audit

There were no significant matters arising from the audit that were discussed, or subject to correspondence with management.

Significant Difficulties Encountered During the Audit

There were no significant difficulties encountered during the audit.

Timing of Transactions

Our audit work confirmed that material transactions were recorded in the correct accounting periods.

Going Concern

The financial statements have been prepared on a going concern basis. We have evaluated your assessment of the company's ability to continue as a going concern and the disclosure made in the accounting policies and we confirm that this assumption is appropriate.

Strategic Report and Report of the Directors

We reviewed other information in the narrative reporting sections of the financial statements provided.

We have reviewed the version to confirm that there is no material inconsistency between the reports and the financial statements.

MANAGEMENT REPRESENTATION LETTERS AND AUDIT OPINION

Management Representation Letter

In accordance with ISA 580, we obtain written representation from management that they acknowledge their responsibility for preparing the accounts and have made all information available to us.

We presented our management representation letter for signing at the same time as the financial statements.

There were no specific matters on which we have requested Board representation to support the conclusions and evidence provided for our audit opinion. We have received a signed letter of representation

Audit Opinion

We have issued an unqualified audit opinion on the financial statements for the Company for the year ended 31 March 2023.

MATERIALITY AND AUDIT FINDINGS

Materiality

Our audit work is based upon an assessment of materiality to ensure there is no material misstatement contained in the financial statements. In assessing materiality we take into account both the materiality of the class to which the balance belongs and the overall impact of the balance on the income and expenditure account and balance sheet.

ISA 260 requires us to report to management on all uncorrected misstatements identified during the audit, and to include in this report how we have calculated materiality, and any misstatements identified during the audit which have been corrected.

Materiality may be revised throughout the course of the audit, where we become aware of information during the audit that would have resulted in a different determination of materiality at the outset. There were no adjustments identified during the audit which impacted our initial assessment.

We are not required to report on corrected or uncorrected misstatements we believe are clearly trivial. Triviality is the value above which we report errors to you. A summary of the final assessment of materiality is as follows:

Entity	Method of calculation	Materiality £000	Triviality £000
St Leger Homes	3% of turnover	1,626	81

MATERIALITY AND AUDIT FINDINGS

Corrected Misstatements

The financial statements presented for audit were of high quality compliant with FRS 102, SORP 2018 and the Accounting Direction 2022 (where applicable).

Audit adjustments

We have no identified any audit adjustments for the financial statements.

Uncorrected Misstatements

We have not identified any uncorrected misstatements.

ACCOUNTING AND INTERNAL CONTROL SYSTEMS

ISA 265 requires that we report to those charged with governance any significant deficiencies in internal control that we identify in the course of our audit work. Significant deficiencies are those deficiencies that we have identified during the audit and concluded are of sufficient importance to merit being communicated to those charged with governance.

The audit considered internal controls relevant to the preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control.

We are pleased to report that overall we found that the Company's systems and internal financial controls were operating effectively. There were no significant deficiencies identified as a result of our work.

However, we wish to your attention to a minor finding which has arisen from our work on payroll. The payroll is provided by Doncaster Council and our review of the processes and key controls in the processing of the payroll identified that there was no audit trail to confirm who at St Leger Homes had;

1. approved the monthly payroll processed by the Council; and
2. reviewed the monthly payroll exception report

Management has advised that there are rigorous checks for the processing of payroll and we recommend that there is documented evidence that the checks have been undertaken in the form of signature of the persons completing the checks and the date it was done.

IT general control environment

One of the International Standards on Auditing, ISA 315 Identifying and Assessing the Risks of Material Misstatement has been updated and applies to the Company for the first date this year. The standard has significantly enhanced auditors' approach to understanding entities, their environment and risk assessment activities to promote a more consistent and robust risk assessment process. Although auditors were previously required to consider IT controls, the revised ISA includes further considerations in relation to understanding the IT environment and IT general controls.

In conjunction with management we have undertaken a review of the IT arrangements for the Company. The completed questionnaire together with supporting evidence was received on 28 July 2023 and is currently being reviewed.



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OFFICER DECISION RECORD 1 FORM

This form should be used to record Officer Decisions in Excess of £100k (but below the key decision threshold), or where required by Financial, Contract or other Procedure Rules or following formal delegation from Cabinet or a Cabinet Member or a Council Committee.

Decision Reference No: PLACE23 0861

BOX 1**DIRECTORATE:** Place**DATE:** 24 August 2023

Contact Name: Julie Crook,
Director of Corporate Services,
St Leger Homes of Doncaster.

Tel. No.: 01302 862705

Subject Matter: Changes to the Memorandum and Articles of Association (mem & arts) for St Leger Homes of Doncaster Limited (SLHD).

BOX 2**DECISION TAKEN**

Recommend that Councillor Glyn Jones, Deputy Mayor and Cabinet Member for Housing and Business acting as the Shareholder for the Company approve the change to the mem & arts at its Annual General Meeting on 19 September 2023.

This section of the current mem & arts was drafted in 2005 when the company was established and was a local choice made at the time. Its impact is that Councillors who are also tenants may not sit as Council appointees on the board of SLHD. This restriction achieves no positive outcomes and is unusual amongst other ALMOs. This decision will allow the Council to appoint any of its Councillors as Directors of SLHD.

The actual changes to the mem & arts will be to remove the following clauses;

*“14(7) No Tenant, Occupant or Leaseholder shall be a Council Board Member and
25 A person shall be ineligible for appointment to the Board and if already appointed shall immediately cease to be a Board Member if the relevant individual:
(12) is a Council Board Member and is or becomes a Tenant, Occupant or Leaseholder.”*

At the Annual General Meeting on 19 September 2023, the Shareholder (Cllr Glyn Jones) will approve the changes to mem & arts and sign a written resolution. The revised documents and the written resolution will be submitted to Companies House.

The change will take effect with immediate effect.

A draft of the revised mem & arts and written resolution are attached to this ODR.

BOX 3**REASON FOR THE DECISION**

To allow Council representatives on the St Leger board to also be Tenants and/or occupants of Council owned houses.

BOX 4**ALTERNATIVE OPTIONS CONSIDERED AND REJECTED**

No other options were considered.

BOX 5**LEGAL IMPLICATIONS**

City of Doncaster Council is the sole shareholder of St Leger Homes of Doncaster Limited and its consent is required to change the Company's Memorandum and Articles of Association. Shareholder decisions are made by Councillor Glyn Jones on behalf of the Council. There are no legal objections to making this change which is sensible in the circumstances. The Company Secretary of SLHD will make the necessary filings at Companies House to record the change.

Name: S.R. Fawcus **Date:** 31.08.23

Name of Assistant Director of Legal and Democratic Services (or representative)

BOX 6**FINANCIAL IMPLICATIONS:**

There are no financial implications associated with this decision.

Name: D Henderson **Date:** 25/08/23

Name of Chief Financial Officer and Assistant Director of Finance (or representative)

BOX 7**OTHER RELEVANT IMPLICATIONS**

Not applicable.

Name: J Crook **Date:** 23 August 2023.

Name of Assistant Director (or representative)

ANY IMPLICATIONS SENT TO DEPARTMENTS SHOULD GENERALLY BE SUBMITTED AT LEAST 5 WORKING DAYS IN ADVANCE TO ENSURE THESE CAN BE GIVEN THE RELEVANT CONSIDERATION.

BOX 8

EQUALITY IMPLICATIONS: (To be completed by the author).

There are no equality implications as a result of this decision, the change will apply to all Councillors. The Council will be able to nominate any Councillor to be a Board member of St Leger Homes of Doncaster provided they are not disqualified by other conditions set out in the mem & arts.

BOX 9

RISK IMPLICATIONS: (To be completed by the author)

BOX 10

CONSULTATION:

The Board of St Leger Homes of Doncaster were consulted about this change at the meeting on 3 August 2023 and they supported the change.

The Council's Assistant Directors for Legal and Democratic Services and Strategic Housing and Sustainability have been consulted.

The Mayor, Ros Jones and Cllr Glyn Jones, Deputy Mayor and Cabinet Member for Housing and Business have also been consulted.

BOX 11

INFORMATION NOT FOR PUBLICATION

Name: J Crook

Date: 23 August 2023

Name of FOI Lead Officer for service area where ODR originates

BOX 12

BACKGROUND PAPERS

Please confirm if any Background Papers are included with this ODR YES

(If YES please list and submit these with this form)

Memorandum & articles of association for St Leger Homes of Doncaster, highlighting the paragraphs that will be removed.

Draft special resolution which will be signed by the shareholder at the AGM.

**BOX 13
AUTHORISATION**

Name: Dan Swaine

Signature:



Date: 12.09.23

Director for Place

Does this decision require authorisation by the Chief Financial Officer or other Officer

NO

If yes please authorise below:

Name: _____ **Signature:** _____ **Date:** _____

Chief Executive/Director/Assistant Director of _____

Consultation with Relevant Member(s)

Name: _____ **Signature:** _____ **Date:** _____

Designation _____

(e.g. Mayor, Cabinet Member or Committee Chair/Vice-Chair)

Declaration of Interest YES/NO

If YES please give details below:

PLEASE NOTE THIS FORM WILL BE PUBLISHED ON THE COUNCIL'S WEBSITE IN FULL UNLESS IT CONTAINS EXEMPT OR CONFIDENTIAL INFORMATION.

Once completed a PDF copy of this form and any relevant background papers should be forwarded to Governance Services at Ladem@doncaster.gov.uk who will arrange publication.

It is the responsibility of the decision taker to clearly identify any information that is confidential or exempt and should be redacted before publication.

ST LEGER HOMES OF DONCASTER LIMITED

Company No. 05564649

MEMORANDUM AND ARTICLES OF ASSOCIATION

**COMPANY LIMITED BY GUARANTEE
THE COMPANIES ACT 1985, 1989 AND 2006**

Date of Incorporation:

15 September 2005

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

MEMORANDUM OF ASSOCIATION

1. **NAME**

The name of the company is St Leger Homes of Doncaster Limited (“the Organisation”).

2. **REGISTERED OFFICE**

The Organisation’s registered office is to be located in England.

3. **OBJECTS**

The objects of the Organisation shall be to:

- (1) provide, manage, maintain, improve, demolish or convert the housing stock owned or managed by City of Doncaster Doncaster Council or any successor body thereto (“the Council”) from time to time together with any other amenities or facilities for the benefit of residents of such housing stock either exclusively or together with persons who are not residents of such housing stock;
- (2) provide amenities and services of any description for residents of housing stock owned or managed by the Council from time to time either exclusively or together with persons who are not residents of such housing stock;
- (3) provide advice and assistance to all tenants, leaseholders, and licensees, of the Council and applicants for housing and applicants for housing advice in respect of local authority housing;
- (4) carry out any activity which contributes to the regeneration or development (within the meaning of Section 126 of the Housing Grants Construction and Regeneration Act 1996) including but not limited to:-
 - (a) securing that land and buildings are brought into effective use;
 - (b) contributing to or encouraging economic development;
 - (c) creating an attractive and safe environment;
 - (d) preventing crime or reducing the fear of crime;
 - (e) providing or improving housing or social and recreational facilities for the purpose of encouraging people to live or work in the said area or for the purpose of benefiting people who live there;
 - (f) providing employment and training;

- (g) providing or improving training, educational facilities or health services for local people;
 - (h) assisting local people to make use of opportunities for education, training or employment;
 - (i) meeting the special needs of local people which arise because of disability, age, sexuality or because of their sex or the racial group to which they belong.
- (5) provide, construct, improve or manage housing to be kept available for letting or hostels;
 - (6) provide, manage, maintain or improve accommodation required from time to time for the benefit of persons who require temporary accommodation;
 - (7) assess applicants for housing assistance including the allocation of dwellings on behalf of the Council;
 - (8) carry out housing benefit and universal credit verification of persons on behalf of the Council;
 - (9) assess applications by residents of housing stock owned or managed by the Council to exercise the right to buy under Part V of the Housing Act 1985;
 - (10) enable or assist any residents of the housing stock owned or managed by either the Council or the Organisation to acquire, or to acquire and enter into occupation of, houses;
 - (11) provide services of any description for the Council or any other person to whom the Council itself could provide such services; and
 - (12) promote Tenant and Leaseholder participation in the work of the Organisation.

4. **POWERS**

Subject to Clause 5, the Organisation may in order to further the Objects (but not otherwise) do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Memorandum and in particular it has powers:

Property

- (1) to construct, alter, improve, maintain, equip, furnish and/or demolish any buildings, structures or property;
- (2) to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);
- (3) to sell, lease, licence, exchange, dispose of or otherwise deal with property;

- (4) to provide accommodation for any other organisation on such terms as the Board decides (including rent free or at nominal or non-commercial rents);

Staff and Volunteers

- (5) to employ staff or engage consultants and advisers on such terms as the Board may approve and to provide pensions to staff, their relatives and dependants;
- (6) to recruit or assist in recruiting and managing voluntary workers;

Funds, Bids and Grants

- (7) to bid for and receive grants and to raise and receive funds;

Trading

- (8) to trade in the course of carrying out its objects and to charge for services;

Publicity

- (9) to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Organisation and other similar organisations;
- (10) to promote or carry out research and publish the results of it;

Contracts

- (11) to co-operate with and enter into contracts with any person, including the Council;

Bank or Building Society Accounts

- (12) to draw, make, accept, endorse discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Organisation;

Borrowing and Loans

- (13) subject to the prior written consent of the Council and to such consents as may be required by law to borrow money, to issue loan stock or raise money in such manner as the Organisation shall think fit and to secure the repayment of any money borrowed raised or owing by such security as the Organisation shall see fit (including by way of floating charge) upon the whole or any part of the Organisation's property or assets (whether present or future) and also by giving similar security to secure and guarantee the performance by the Organisation of any obligation or liability it may undertake or which may become binding on it;

Insurance

- (14) to insure the assets of the Organisation to such amount and on such terms as the Board decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board decides (without necessarily having to restore the asset);
- (15) to insure and indemnify its employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- (16) to take out insurance to protect the Organisation and those who use premises owned by or let or hired to the Organisation;
- (17) to take out indemnity insurance to cover the liability of the Board Members and officers of the Organisation who are not Board Members but this insurance may not extend to:
 - (a) any claim arising from any act or omission which a Board Member or officer knew was a breach of duty or breach of trust or which was committed by a Board Member or officer in reckless disregard of whether it was a breach of duty or breach of trust or not; or
 - (b) the costs of an unsuccessful defence to a criminal prosecution brought against a Board Member or officer in his capacity as a Board Member or officer of the Organisation.

Investments

- (18) to invest the money of the Organisation in any investments, shares, securities or property (real or personal) of any nature (including investments involving liability and those not producing income) and in any location that the Board decides;
- (19) to delegate to an investment manager power at its discretion to buy and sell investments for the Organisation in accordance with the investments policy laid down by the Board;
- (20) to make such arrangements as the Board thinks fit for any investments of the Organisation or income from those investments to be held by a corporate body which is incorporated in England and Wales (or which has established a branch or a place of business in England and Wales) as the Organisation's nominee and to pay remuneration to that corporate body;
- (21) subject to such consents as may be required by law and compliance with all formal guidance issued by the Organisation's regulators (if any) to purchase or otherwise acquire or encourage or promote and in any way support or aid the establishment and development of any subsidiary, or any other body established for the purposes of carrying on any trade or business either for the purpose of raising funds for the Organisation or for the furtherance of the objects of the Organisation;

- (22) subject to the prior written consent of the Council to make donations, grants or loans or provide services or assistance to such persons and organisations and on such terms as the Board shall think fit to further the objects of the Organisation.

Other Organisations

- (23) to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include any one or more of its objects;
- (24) to co-operate or join with any voluntary body or public or statutory authority in any location whatsoever in furthering its objects or allied purposes, to exchange information and advice and to undertake joint activities with them;
- (25) to amalgamate with any organisation which has objects similar to its objects;
- (26) to affiliate, register, subscribe to or join any relevant organisation;
- (27) to act as agent or trustee for any organisation;

Reserves

- (28) to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure;

Formation expenses

- (29) to pay the costs of forming the Organisation and of complying with all relevant registration requirements;

General

- (30) to do anything else within the law which promotes or helps to promote its objects.

5. The Organisation shall not, without the prior written consent of the Council, have the power to:

- (1) enter into any transaction which may affect:
 - (a) the Council's affordable borrowing limits as determined from time to time by the Council under section 3 of the Local Government Act 2003;
 - (b) any borrowing limits set by the Secretary of State under section 4 of the Local Government Act 2003 either in relation to the Council's borrowing limits or the limits of local authorities in general; or
 - (c) the Council's compliance with the Prudential Code for Capital Finance in Local Authorities published by CIPFA as amended or reissued from time to time.

- (2) invest or make any arrangements to invest sums other than in the use of a building society or bank.

6. **APPLICATION OF INCOME AND PROPERTY**

The income and property of the Organisation shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred, directly or indirectly, save as provided below by way of dividend, bonus or otherwise howsoever by way of profit, to the Organisation Members and no Board Member shall be appointed to any office of the Organisation paid by salary or fees or receive any remuneration or other benefit or money or money's worth from the Organisation PROVIDED THAT nothing herein shall prevent any payment in good faith by the Organisation:-

- (1) Of reasonable and proper remuneration (including pensions, contributory pension payments, payment of premiums to pension policies and terminal grants and gratuities) to any officer or employee of the Organisation in return for any services rendered to the Organisation, including remuneration of Board members in accordance with Article 31;
- (2) Of fees, remuneration or other benefit in money or money's worth to a company of which a Board Member may be a member holding not more than 2% of the share capital of the company;
- (3) To (a) any Board Member or (b) any person who is appointed by the Board to sit on a committee to which the Board has delegated any of its powers (for the avoidance of doubt, in each case in their capacity as a Board Member or person so appointed), of reasonable out-of pocket expenses and such other sums as may be determined by the Organisation Members PROVIDED THAT, save for sums paid to the Chief Executive Officer pursuant to Clause 6(8), no sum shall be paid to a Board Member or such other person in excess of that which would be permitted to be paid to a board member of a registered provider of social housing registered under the Housing and Regeneration Act 2008 and PROVIDED FURTHER THAT no sum shall be paid to a Board Member or other person who is an elected member of the Council in excess of that permitted by the Order and PROVIDED FURTHER THAT, save for sums paid to the Chief Executive Officer pursuant to Clause 6(8), in making any payment under this Clause 6(3) the Organisation shall have regard to any guidance issued by the DCLG or other Government Department;
- (4) Of sums due in respect of indemnity insurance for Board Members under Clause 4(17);
- (5) Of reasonable and proper remuneration to the Organisation Members or employees thereof (not being Board Members) in return for any services rendered to the Organisation;

- (6) Of reasonable and proper rent for premises demised or let by the Organisation Members;
- (7) Of reasonable and proper interest on money lent by the Organisation Members;
- (8) Of the payment of a salary and any other sums due under the Employment Contract to the Chief Executive Officer, notwithstanding the fact that the Chief Executive Officer is also a Board Member of the Organisation by virtue of Article 21(4) PROVIDED THAT in any discussion about the Employment Contract or the performance of the Chief Executive Officer, the Chief Executive Officer shall not be entitled to speak in any debate or cast his / her vote in respect of any matter pertaining to his / her employment;

PROVIDED FURTHER THAT nothing shall prevent the Organisation from managing a property in accordance with its Objects (including the full range of activities it may undertake) notwithstanding the fact that the tenant, lessee or licensee (or prospective tenant, lessee or licensee) of such property may be a Board Member SUBJECT TO the proviso that any Board Member who is a beneficiary of the Organisation shall not be entitled to speak in any debate or cast his/her vote in respect of any matter relating solely to the property of which he/she is lessee, tenant or licensee and shall absent himself/herself from such proceedings but such Board Member shall be entitled to speak and vote in respect of matters which relate not only to such property but also to other properties managed by the Organisation.

7. **EQUAL OPPORTUNITIES**

The Organisation shall at all times take into consideration the principles of equality of opportunity irrespective of age, gender, race, nationality, ethnic origin, religion, sexual orientation or disability.

8. **LIMITED LIABILITY**

The liability of the Organisation Members is limited.

9. **ORGANISATION MEMBERS GUARANTEE**

The Organisation Members undertake to contribute to the assets of the Organisation, in the event of the same being wound up while they are a member of the Organisation, or within one year after they cease to be a member of the Organisation, for payment of the debts and liabilities of the Organisation contracted before they cease to be a member of the Organisation, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

10. **WINDING UP**

If, upon the winding up or dissolution of the Organisation, there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid

or transferred to the Housing Revenue Account (as defined in the Local Government & Housing Act 1989) of the Council.

11. **DEFINITIONS**

Article 1 of the Articles is to apply to the Memorandum in the same way that it applies to the Articles.

I am the subscriber to the Memorandum of Association and wish to be joined into a company in pursuance of the Memorandum.

Name and Address of Subscriber

Authorised Representative

City of Doncaster Doncaster Council

Civic Office

Waterdale

Doncaster

DN1 3BU

Witnessed by:

Name:

Address:

Dated

ARTICLES OF ASSOCIATION

DEFINITIONS AND INTERPRETATION

1. In the Articles unless the context otherwise requires:

“AGM”	means an annual general meeting of the Organisation;
“Act”	Means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force.
“Articles”	Means these Articles of Association as originally adopted or as altered from time to time.
“Board”	Means the Board of directors of the Organisation from time to time.
“Board Members”	Means the directors for the time being of the Organisation.
“Chair”	Means the Independent Board Member who is appointed Chair of the Organisation pursuant to Article 21(1) or in their absence any vice or deputy chair appointed pursuant to Article 38(2).
“Chief Executive Officer”	Means the person holding the position of chief executive of the Organisation designated as such by the Board
“clear days”	In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
“Council Board Member”	Means a Board Member appointed by the Council pursuant to Article 20.
“Council”	Means City of Doncaster Council or any successor body thereto who shall be the sole member of the Organisation.

“Council’s Scheme of Delegations”	Means the Council’s scheme of delegations set out under its constitution from time to time.
“DCLG”	Means the Department for Communities and Local Government or any successor body to it.
“executed”	Means in relation to any contract, agreement or other document consent thereto and includes any mode of execution.
“EGM”	means an extraordinary general meeting of the Organisation;
“Employment Contract”	Means the terms and conditions of employment of the Chief Executive Officer including all relevant policies and procedures of the Organisation insofar as they apply to the Chief Executive Officer
“Family Member”	Means, in relation to a Board Member, their spouse, partner, parent, parent-in-law, son, daughter, stepson, step-daughter, child of a partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew, niece, or the spouse or partner of any of the preceding persons and “partner” means a person who lives with a Board Member as husband, wife or same sex partner.
“General Meeting”	means an AGM or an EGM.
“Joint Tenant”	Means a joint tenant who occupies a residential property belonging to the Council under a secure tenancy agreement jointly with another person.
“Independent Board Member”	Means a Board Member appointed pursuant to Article 21.
“Leaseholder”	Means an individual who is not a secure tenant and occupies a residential property under a lease of 50 years or more where the lessor is the Council.
“Local Authority Person”	Means any person: <ul style="list-style-type: none"> (i) who is a member of the Council; or (ii) who is an officer of the Council (which for these purposes shall not include employees without a supervisory or managerial role apart

from employees responsible for monitoring the activities of or providing advice to the Organisation or who perform duties in relation to the Council's housing functions); or

(iii) who holds a Politically Restricted Post .

“Memorandum”	Means the Organisation’s Memorandum of Association as originally adopted or as altered from time to time.
“Objects”	Means the objects of the Organisation set out in Clause 3 of the Memorandum.
“Occupant”	Means a Family Member of a Tenant who lives with a Tenant as their only or principal home and occupies a residential property belonging to the Council.
“Office”	Means the registered office of the Organisation.
“Order”	Means the Local Authorities (Companies) Order 1995 as amended or re-enacted from time to time.
“Organisation”	Means St Leger Homes of Doncaster Limited.
“Organisation Member”	Means a member of the Organisation.
“Politically Restricted Post”	Means a politically restricted post as set out in Section 2 of the Local Government and Housing Act 1989 (as amended from time to time).
“Regulator”	means the Regulator of Social Housing or any future body or authority (including any statutory successor) carrying on similar regulatory functions, if in Wales, the Housing Directorate of the Welsh Assembly Government or any statutory successor to or any assignee of any or all of their relevant functions from time to time;
“the seal”	Means the common seal of the Organisation.
“Secretary”	Means the secretary of the Organisation or any other person appointed to perform the duties of the secretary of the Organisation, including a joint, assistant or deputy secretary.
“Senior Officer”	Means any officer of the Organisation designated as

such by the Board.

“Tenant” Means an individual who occupies a residential property belonging to the Council under a secure tenancy agreement.

“Tenant Board Member” Means a Board Member appointed pursuant to Article 21.

“the United Kingdom” Means Great Britain and Northern Ireland.

2. (1) Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Organisation.
- (2) In these Articles words importing individuals shall, unless the context otherwise require, include corporations and words importing the singular number shall include the plural, and vice versa and words importing the masculine gender shall include the feminine gender and vice versa.
- (3) None of the Tables A to F in the Companies (Tables A to F) Regulations 1985 nor the model articles in The Companies (Model Articles) Regulations 2008 applies to the Organisation.

ADMISSION OF MEMBERS

3. No person other than the Council shall be admitted to membership of the Organisation.
4. Subject to Article 20(2), the Council shall nominate a person to act as its representative in the manner provided in Section 323 of the Act (the “Council Representative”). The Council Representative shall have the right on behalf of the Council to attend meetings of the Organisation and vote thereat, and generally exercise all rights of membership on behalf of the Council. The Council may from time to time revoke the nomination of its Council Representative, and nominate another Council Representative in his place. All such nominations and revocations shall be in writing.
5. The rights of the Council as sole Organisation Member shall be personal and shall not be transferable.

GENERAL MEETINGS AND RESOLUTIONS

6. All General Meetings other than the AGM shall be called EGMs.
7. The Board Members may call General Meetings and, on the requisition of the Council pursuant to the provisions of the Act, shall forthwith proceed to convene an EGM for a

date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Board Members to call a General Meeting, any Board Member or the Council may call a General Meeting.

8. (1) An AGM and an EGM not called on the requisition of the Council pursuant to Article 7 shall be called by at least twenty-one clear days' notice or by shorter notice if it is so agreed by the Council in writing.
(2) The notice shall specify the time and place of the meeting and, in the case of an AGM, shall specify the meeting as such.
(3) The notice shall be given to the Council and to the Board Members and auditors.
(4) The notice shall be posted in such place as the Board decides in order to bring it to the attention of the Tenants, Occupants and Leaseholders.
9. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.
10. (1) No business shall be transacted at any General Meeting unless a quorum is present. The presence of the Council Representative shall be a quorum.
(2) Tenants, Occupants, Leaseholders and Board Members may attend a General Meeting and may speak but may not vote PROVIDED THAT any such person may be excluded from the meeting in order to ensure the orderly conduct of the meeting.
11. The Council Representative is to chair General Meetings. If the Council Representative is not present within 15 minutes from the time of the General Meeting, the Chair of the Board shall chair the meeting and, if he is not present, the Board Members present shall choose one of their number who is present and willing to act to chair the General Meeting.
12. If the Council makes a decision which is required to be taken in a General Meeting or by means of a written resolution, that decision shall be valid and effectual as if agreed by the Organisation in General Meeting. Any decision taken by the Council pursuant to this Article 12 shall be recorded in writing and delivered by the Council to every Board Member and to the Organisation for entry in the Organisation's minute book.
13. An entry stating that a resolution has been carried or lost in the approved minutes of any General Meeting shall be conclusive evidence of the fact.

NUMBER OF BOARD MEMBERS

14. (1) The number of Board Members shall be eleven.
(2) Three Board Members shall be Council Board Members.

- (3) Three Board Members shall be Tenant Board Members.
- (4) Four Board Members shall be Independent Board Members, one of which will be the Chair.
- (5) The Chief Executive Officer shall be a Board Member but shall not be entitled to vote at Board Meetings and shall not be counted for the purposes of the quorum.
- (6) No Local Authority Person or Leaseholder shall be a Tenant Board Member.
- (7) No Tenant, Occupant or Leaseholder shall be a Council Board Member.
- (8) No Local Authority Person, Occupant or Tenant shall be an Independent Board Member.
- (9) No more than one Leaseholder shall be an Independent Board Member.
- (10) Save for the Chief Executive Officer, no person shall be appointed as a Board Member if that person is an officer or employee of the Organisation.
- (11) In the event that the number of Board Members shall be less than the numbers specified in this Article 14 the remaining Board Members shall use reasonable endeavours to appoint further Board Members and may act notwithstanding this Article.
- (12) No Board Member except the Chief Executive Officer or the Council Board Members shall hold office for a period of more than 9 consecutive years.

OBLIGATIONS OF BOARD MEMBERS

15. The Board must set out the obligations of every Board Member to the Board and to the Organisation in writing. The Board must review and may amend the statement of Board Members' obligations from time to time.
16. The statement of the obligations of the Board Members to the Organisation must include:-
 - (1) a commitment to its values and objectives (including equal opportunities);
 - (2) an obligation to contribute to and share responsibility for the Board's decisions;
 - (3) an obligation to read Board papers and to attend meetings, training sessions and other relevant events;
 - (4) an obligation to declare relevant interests;
 - (5) a commitment to equal opportunities;
 - (6) an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board; and

- (7) a reference to their obligations under the general law.
17. Every Board Member must sign and deliver to the Board a statement confirming he/she will meet his/her obligations to the Board and to the Organisation within one month of his/her appointment or election. This statement is to be in the form determined by the Board from time to time.

FUNCTIONS OF THE BOARD

18. The Board must direct the Organisation's affairs in such a way as to promote the Objects. Its functions include the following, none of which may be delegated:
- (1) defining and ensuring compliance with the values and objectives of the Organisation;
 - (2) establishing policies and plans to achieve those objectives;
 - (3) approving each year's budget and accounts before publication;
 - (4) establishing and overseeing a framework of delegation of its powers to committees under Article 29 and employees with proper systems of control;
 - (5) taking decisions on all matters which will or might create significant financial or other risk to the Organisation or which affect material issues of principle;
 - (6) monitoring the Organisation's performance in relation to its plans budget controls and decisions;
 - (7) appointing (and if necessary removing) Executive Officers;
 - (8) satisfying itself that the Organisation 's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - (9) ensuring appropriate advice is taken on the items listed in Article 18(1) to 18(8) and in particular on matters of legal compliance and financial viability.

APPOINTMENT AND REMOVAL OF COUNCIL BOARD MEMBERS BY THE COUNCIL

19. (1) Subject to Articles 14 and 24 the Council shall from time to time appoint three persons as Council Board Members and shall have the power to remove from office any such Board Member.
- (2) Appointment or removal pursuant to Article 19(1) shall be effected by an instrument in writing signed by the Council in line with the Council's Scheme of Delegations and shall take effect upon lodgement at the Office or such date later than such lodgement as may be specified in the instrument.

- (3) Each Council Board Member shall be appointed by the Council for a term of three years commencing and ending on the conclusion of an Annual General Meeting PROVIDED THAT where a Council Board Member is appointed as a consequence of the death or retirement or removal (by the Council) of another Council Board Member (“the Predecessor”) the term for which the Council Board Member is appointed shall for the purposes of this Article 19(3) be deemed to include the period since the last appointment of the Predecessor.

APPOINTMENT AND REMOVAL OF COUNCIL BOARD MEMBERS, TENANT BOARD MEMBERS AND INDEPENDENT BOARD MEMBERS BY THE COUNCIL

20. Notwithstanding any other provisions in these Articles the Council shall have power at any time by notice in writing to the Secretary to appoint and remove any Council Board Member, Tenant Board Member or Independent Board Member.

APPOINTMENT OF TENANT BOARD MEMBERS, INDEPENDENT BOARD MEMBERS AND THE CHIEF EXECUTIVE OFFICER

- 21 (1) The Chair shall be an independent appointment to be made by the Council for a maximum of six years. The Chair will be classified as an Independent Board Member on their appointment.
- (2) Subject to Article 21(4), with the Council’s prior written approval (not to be unreasonably withheld or delayed) the Chair shall appoint the Tenant Board Members and the Independent Board Members following such selection and appointment processes as it shall prescribe from time to time.
- (3) Unless otherwise determined by the Council not less than seven nor more than twenty-eight clear days before the date on which it is proposed to appoint a new Tenant Board Member or a new Independent Board Member notice shall be given to the Council of any person who is recommended by the Chair for appointment or reappointment as an Independent Board Member or a Tenant Board Member. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Organisation's register of Board Members. This notice shall be given notwithstanding the Council may have agreed that it does not need to provide its consent to such appointment or re-appointment pursuant to Article 21(4).
- (4) The Council may by written notice to the Organisation waive the requirement in Article 21(2) for it to provide its prior written approval to the appointment of a Tenant Board Member or an Independent Board Member:
- (a) in a specific instance specified in the written notice; or
 - (b) for a period of time specified in the written notice; or
 - (c) sine die (in which case the Council may at any time serve a further written notice on the Organisation that it intends to resume the consent protocol

specified in Article 21(2) either forthwith on receipt by the Organisation of such written notice or on a date specified in the written notice (whichever is the later).

- (5) The Chief Executive Officer shall be deemed appointed as a non-voting Board Member on his / her acceptance of the position of Chief Executive Officer or following the adoption of this Article, whichever is the sooner.

RETIREMENT OF TENANT BOARD MEMBERS, INDEPENDENT BOARD MEMBERS AND THE CHIEF EXECUTIVE OFFICER

22. (1) Each Tenant Board Member and each Independent Board Member shall be appointed for such term up to three years as the Board may determine. Where an Independent Board Member or a Tenant Board Member is appointed as a consequence of the death or retirement of another Independent Board Member or Tenant Board Member (“the Predecessor”) the term for which the Independent Board Member or Tenant Board Member (as applicable) is appointed shall for the purposes of this Article 22(1) be deemed to include the period since the last appointment of the Predecessor.
- (2) Each Tenant Board Member and each Independent Board Member shall serve a maximum continuous period of office as a Board Member (in any capacity) of nine years or three terms. On reaching the end of his or her maximum continuous period of office he or she shall stand down as a Tenant Board Member or Independent Board Member (as applicable) and shall not be eligible to be re-appointed as a Board Member in any capacity) for a period of 12 months thereafter.
- (3) In the event that the Chief Executive Officer ceases to be employed in that capacity, for whatever reason, the person concerned shall be deemed to have been removed as a Board Member on the date that he / she ceases to hold the position of Chief Executive Officer.
23. (1) From the adoption of these Articles, one Tenant Board Member and one Independent Board Member shall retire at each AGM. Subject to Article 22(2) a Board Member so retired shall be eligible for re-appointment by the Chair.

CASUAL VACANCIES

24. Subject to Articles 14 and 25, vacancies on the Board may be filled with eligible persons according to the following:-
- (1) For Council Board Members, by the Council. If the Council shall have failed within three months of a written request by the Board to make the appropriate appointments to the Board of a Council Board Member, the Board may fill the vacancies (solely until the next annual general meeting);

- (2) For Independent Board Members (with the exception of the Chair) and Tenant Board Members, by the Board (subject to Article 21);
- (3) For the Chief Executive Officer position, by the Organisation carrying out a recruitment process for a new Chief Executive Officer according to the relevant employment procedures of the Organisation;
- (4) If the Board fails to make a recommendation within six months of a vacancy for an Independent Board Member or a Tenant Board Member, the Council may appoint any eligible person who is willing to act as an Independent Board Member or Tenant Board Member (as applicable) to the vacancy in which case the provision of Article 22(1) shall apply.

DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

25. A person shall be ineligible for appointment to the Board and if already appointed shall immediately cease to be a Board Member if the relevant individual:-
- (1) ceases to be a Board Member by virtue of any provision of the Act or becomes prohibited by law from being a company director; or
 - (2) is or becomes a person disqualified from elected membership of a local authority; or
 - (3) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (4)
 - (5) resigns their office by notice to the Organisation; or
 - (6) is removed from office by a resolution of (or written notice signed by) at least three quarters of all the other Board Members from time to time provided that the Board Member concerned has first been given an opportunity to put their case and to justify why they should not be removed as a Board Member; or
 - (7) shall for more than three consecutive meetings have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that their office be vacated; or
 - (8) in any period of 12 months, they shall have been absent (without the permission of the Board Members) from at least 50% of the meetings of Board Members held during that period and the Board Members resolve that their office be vacated; or
 - (9) is a Tenant Board Member and they cease to be a Tenant of the Council PROVIDED THAT this Article 25(9) shall not apply in respect of a Tenant Board Member temporarily ceasing to be a Tenant as a result of the demolition of or works carried out to that Tenant Board Member's home; or

- (10) is a Tenant Board Member who is also an Occupant and they cease occupying a residential property belonging to the Council with a Tenant who is a Family Member as their only or principal home PROVIDED THAT this Article 25(10) shall not apply in respect of an Occupant temporarily ceasing to occupy a residential property belonging to the Council as a result of the demolition of or works carried out to that residential property; or
- (11) is a Tenant Board Member and is (in the reasonable opinion of at least three quarters of Board Members) in serious breach of their obligations as a Tenant or is a Tenant Board Member who is also an Occupant and the Tenant they live with is (in the reasonable opinion of at least three quarters of Board Members) in serious breach of their obligations as a Tenant; or
- (12) is a Council Board Member and is or becomes a Tenant, Occupant or Leaseholder; or
- (13) is a Tenant Board Member and is or becomes a Local Authority Person or a Leaseholder; or
- (14) is an Independent Board Member and is or becomes a Leaseholder leading to a breach of the limit in Article 14(9); or
- (15) is an Independent Board Member and is or becomes a Tenant, Occupant or a Local Authority Person;
- (16) fails to sign a statement of their obligations under Article 17 within one month of their election or appointment and the Board resolves that they be removed;
- (17) save for the Chief Executive Officer, is or becomes an officer or employee of the Organisation; or
- (18) is a Council Board Member who is removed by resolution of the Council pursuant to Article 20; or
- (19) save for the Chief Executive Officer, has reached the end of his or her current term of office (set out in Articles 20(1) or 22(1) as applicable) and is not re-appointed as a Board Member in accordance with these Articles' or
- (20) save for the Chief Executive Officer, has served as a Board Member for the maximum period set out in Article 22(2); or
- (21) is a Council Board Member who is removed by the Council pursuant to Article 19; or
- (22) is a Tenant Board Member or an Independent Board Member who is removed by the Council pursuant to Article 20.

POWERS OF THE BOARD

26. Subject to the provisions of the Act, directions of the Council in General Meeting and the Memorandum and the Articles, the business of the Organisation shall be managed by the Board who may exercise all the powers of the Organisation. No alteration of the Memorandum or Articles or directions of the Council shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
27. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Organisation for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of their powers.

BORROWING POWERS

28. Subject to Clauses 4.13 and 6 of the Memorandum the Board may exercise all the powers of the Organisation to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or other security over its undertaking and property, or any part thereof, and to issue any debenture, whether outright or as security for any debt, liability or obligation of the Organisation or of any third party.

DELEGATION OF BOARD MEMBERS' POWERS AND BOARD MEMBER CONDUCT

- 29 (1) Subject to Article 18, the Board may delegate any of their powers to any committee consisting of two or more Board Members together with such other persons the Board considers fit to exercise such powers. They may also delegate to the Chair/or any vice or deputy chair or to any executive officer such of their powers as they consider desirable to be exercised by them.
- (2) Any delegation under Article 29(1) may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions and this Article, the proceedings of any committee with two or more members shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying.
- (3) If the Chair receives a written complaint identifying the complainant and alleging conduct by a Board Member that in his/her reasonable opinion is detrimental to the interests of the Organisation, and suggests that there is a prima facie case for the complaint to be investigated in accordance with the provisions of this Article, s/he may suspend the Board Member concerned.
- (4) Conduct detrimental to the interests of the Organisation includes, but is not limited to:

- a. any breach of a Board Member's obligations as set out in the statement of obligations of Board Members signed by him/her under Article 15 or otherwise; and
 - b. conviction of any offence which has or is likely to bring the Organisation into disrepute.
- (5) Where the Chair is absent or unable or unwilling to act in relation to the complaint or the complaint is about the Chair then a vice chair may exercise the power to suspend the Chair or a Board Member under Article 29(3) in the same circumstances as the Chair.
- (6) The Board Member whose conduct is complained of must immediately be notified in writing either by the Secretary or by the Chair or the Vice Chair of the complaint and of any suspension which if exercised under Article 29.3 or Article 29.5 will be effective from the date of the notice. During the period of any suspension the Board Member must not:
 - a. participate in a Board Meeting;
 - b. authorise or incur expenditure on behalf of the Organisation;
 - c. make use of any property belonging to or in use by the Organisation in his/her capacity as a Director;
 - d. hold him/herself out as a Director of the Organisation; or
 - e. seek to commit the Organisation to any obligation.
- (7) On receipt of a complaint under Article 29.3 the Chair or the vice chair must immediately refer the matter for a fair process of investigation, which may be carried out by a panel established for the purpose, an independent person or persons, or such other body as the Chair or vice chair acting reasonably shall appoint, including under such procedure for dealing with complaints as the Board may from time to time approve.

ALTERNATE BOARD MEMBERS

30. No Board Member shall be entitled to appoint any person as an alternate Board Member.

PAYMENTS TO BOARD AND COMMITTEE MEMBERS

31. (1) Subject to Article 31 (2), the Board Members may be paid:
- (a) all travelling, hotel, and other expenses reasonably and properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or general meetings or otherwise in connection with the discharge of their duties; and
 - (b) such reasonable and proper remuneration as the Board may from time

to time determine in accordance with Article 31(3); and

- (c) such other sums as may be determined by the Council

PROVIDED THAT no sum shall be paid to a Board Member who is an elected member of the Council in excess of that permitted by the Order and PROVIDED FURTHER THAT in making any payment under this Article 30(1) the Organisation shall have regard to any guidance issued by the DCLG.

- (2) The Chief Executive Officer may be paid a salary and any other sums payable under the Employment Contract as determined by Board or such other body as it may designate for the purpose.
- (3) Any person who is appointed by the Board to sit on a committee to which the Board has delegated any of its powers under Article 28 may be paid all travelling, hotel, and other expenses reasonably incurred by them in connection with their attendance at meetings of such committee and such other sums as may be determined by the Council PROVIDED THAT no sum shall be paid to such person in excess of that which would be permitted to be paid to a board member of a provider of social housing registered with the Regulator and PROVIDED FURTHER THAT no sum shall be paid to such person who is an elected member of the Council in excess of that permitted by the Order and PROVIDED FURTHER THAT in making any payment under this Article 30(2) the Organisation shall have regard to any guidance issued by the DCLG.
- (4) Save for the Chief Executive Officer, any payment of remuneration to Board Members from time to time shall be in accordance with the Organisation's policy in relation to such payments (if any), shall be in accordance with any applicable law or regulation and shall have regard to any relevant guidance issued by DCLG from time to time.

BOARD MEMBERS' APPOINTMENTS AND INTERESTS

32. A Board Member may not have any financial interest personally or as a member of a firm or as a director or senior employee (being an employee with managerial status) or in any contract or other transaction of the Organisation unless it is permitted by these Articles and is not prohibited by Clause 6 of the Memorandum.

33 Each Board Member shall ensure that the Secretary has at all times an up to date list of:-

- (1) all bodies trading in which he or she has an interest as:
- (a) a director or senior employee;
- (b) a member or partner of a firm; or

- (c) the owner or controller of more than 2% of the issued share capital in a company;
- (2) all interests as an official or elected member of any statutory body;
- (3) all interests as the occupier of any property owned or managed by the Organisation;
- (4) any other significant or material interest.

PROCEEDINGS OF BOARD MEETINGS

34. (1) Subject to any regulations established from time to time by the Organisation in general meeting and compliance with Article 10(1) of the Order, the Board may regulate their proceedings as they think fit and the quorum for the transaction of the business of the Board at the time when the meeting proceeds to business shall be four comprising no fewer than one Tenant Board Member, one Independent Board Member, and one Council Board Member and one other Board Member PROVIDED THAT if either the number of Board Members in one or more category of Board Member falls below one or all the Board Members in one or more categories are prevented from voting by Article 36 then the quorum requirement shall be reduced to none in respect of such category or categories.
- (2) $33\frac{1}{3}$ percent of the total number of Board Members (or such whole number of Board Members nearest to $33\frac{1}{3}$ percent) may call a meeting of the Board. The Secretary must give 5 clear days' notice of Board Meetings to each of the Board Members. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom.
- (3) A Board Meeting which is called on shorter notice than required under Article 34(2) is deemed to have been duly called if at least one third of Board Members from time to time certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- (4) If a quorum is not present within half an hour from the time appointed for a Board Meeting the Board Meeting shall, if requested by a majority of those Board Members present, be adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board Members present may determine.
- (5) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then notwithstanding Article 34(1) two Board Members present shall constitute a quorum.
- (6) Any Tenant, Occupant or Leaseholder may attend a Board Meeting but may not speak without the permission of the Chair PROVIDED THAT any such person shall be excluded from the meeting during any item of business which the Chair

determines is not appropriate for consideration with the public present or in order to ensure the orderly conduct of the meeting.

35. Questions arising at a Board Meeting shall be decided by a majority of votes and each Board Member present in person shall be entitled to one vote (with the exception of the Chief Executive who shall not be entitled to vote). In the case of an equality of votes, the Chair of that meeting shall have a second or casting vote.
36. (1) Any Board Member having an interest in any arrangement between the Organisation and another person or body (which shall include interests of Family Members) shall disclose that interest to the meeting before the matter is discussed by the Board or committee of the Board PROVIDED THAT if the interest exists solely because of the circumstances set out in Article 36(2)(a),(b) or (c) then the interest need not be specifically disclosed at that meeting so long as it is at that time properly recorded in a written Register of Interests of Board Members maintained by the Organisation. Unless the interest is of the type specified in Articles 36(2) or 36(3) the Board Member concerned shall not remain present during the discussion of that item unless requested to do so by the remaining members of the Board or committee of the Board. Unless permitted by Articles 36(2) or 36(3) the Board Member concerned may not vote on the matter in question, but no decision of the Board or any committee of the Board shall be invalidated by the subsequent discovery of an interest which should have been declared.
- (2) Provided the interest has been properly disclosed pursuant to Article 36(1) a Board Member may remain present during the discussion and may vote on the matter under discussion where the interest arises because:
- (a) the Board Member is a Tenant so long as the matter in question affects all or a substantial group of Tenants; or
 - (b) the Board Member is a director or other officer of a company or body which is a parent, subsidiary or associate of the Organisation; or
 - (c) the Board Member is an official or elected member of any statutory body.
- (3) A Board Member shall not be treated as having an interest:
- (a) of which the Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge;
 - (b) in the establishment of a policy in respect of Board Member expenses payable pursuant to Article 31.
37. If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and their ruling in relation to

any Board Member other than in respect of himself/herself shall be final and conclusive.

- 38 (1) The Chair appointed pursuant to Article 21(1) shall chair Board meetings.
- (2) The Board may appoint up to two vice or deputy chairs to act in the absence of the Chair on such terms as the Board shall think fit.
- (3) In the event of there being appointed a Chair and two Vice Chairs of the Board, then no more than one of those appointments shall be made from any one of the three categories of Board Members referred to in Articles 14(2) to (4).
39. All acts done by a meeting of the Board, or of a committee of the Board or by a person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had been entitled to vote.

WRITTEN RESOLUTION

- 40 A resolution in writing signed by:
- (1) three quarters of all the Board Members entitled to receive notice of a meeting of the Board or of a committee of the Board; and
- (2) the Chair of the Organisation or of the relevant committee; and

which satisfies the quorum requirements of Article 34(1) shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Board Members.

SECRETARY

41. Subject to the provisions of the Act, the Secretary and any deputy or alternate Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

MINUTES

42. The Board shall cause minutes to be made in books kept for the purpose:-
- (1) of all appointments of officers made by the Board Members; and
- (2) of all proceedings at meetings of the Organisation and of the Board, and of committees of the Board and of the Council in its capacity as the sole member of

the Organisation, including the names of the Board Members present at each such meeting.

RECORDS ACCOUNTS AND RETURNS

43. The Organisation shall comply with the provisions of Part V of the Local Government and Housing Act 1989, the Order and Part VII of the Act in respect of:-
- (1) the keeping and auditing of accounting records;
 - (2) the provision of accounts and annual reports of the Board; and
 - (3) in making an annual return.

THE SEAL

- 44 (1) If the Organisation has a seal it shall only be used with the specific or general authority of the Board or of a committee of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or a second Board Member.
- (2) The Organisation may exercise the powers conferred by Section 49 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board Members.

NOTICES

45. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board or committee of the Board need not be in writing.
46. The Organisation may give any notice to the Council either personally or by sending it by post in a prepaid envelope addressed to the Council at the following address – Assistant Director Of Legal & Democratic Services, City of Doncaster Council, Civic Office, Waterdale, Doncaster, DN1 3BU.
47. The Council present by duly authorised representative at any meeting of the Organisation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
48. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

49. (1) Every Board Member or other officer of the Organisation shall be indemnified out of the assets of the Organisation against all losses or liabilities which they may sustain or incur in or about the execution of the duties of their office or otherwise in relation thereto, including any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under Section 1157 of the Act in which relief is granted to him and no Board Member or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Organisation in the execution of the duties of their office or in relation thereto PROVIDED THAT this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (2) The Board shall have power to purchase and maintain for any Board Member or officer of the Organisation insurance against any such liability as is referred to in Section 533 of the Act.

Name and Address of Subscriber

Authorised Representative

City of Doncaster Council

Civic Office

Waterdale

Doncaster

DN1 3BU

Witnessed by:

Name:

Address:

Dated

ST LEGER HOMES OF DONCASTER LIMITED

Company No. 05564649

MEMORANDUM AND ARTICLES OF ASSOCIATION

**COMPANY LIMITED BY GUARANTEE
THE COMPANIES ACT 1985, 1989 AND 2006**

Date of Incorporation:

15 September 2005

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS

of

**ST LEGER HOMES OF DONCASTER LIMITED (the
"Company")**

NOTICE TO MEMBER

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Member of the Company proposes that the following resolution be passed as a special resolution as detailed below.

SPECIAL RESOLUTION

As a special resolution

THAT, the articles of association annexed to this written resolution be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

Dated: 19 September 2023

Company No: 05564649

St Leger Homes of Doncaster Limited (the Company)

Registered Number: 05564649

Written resolution of the Company pursuant to sections 288-300 of the Companies Act 2006 (the Act)

I the undersigned, being authorised to act on behalf of City of Doncaster Council being an eligible member of the Company in accordance with section 289 of the Act, agree to pass the following resolution:

Special Resolution

THAT, the articles of association annexed to this written resolution be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

Signed:

Name: Glyn Jones

Date: 19 September 2023

1. If you agree with the Resolution(s) please sign above where indicated and return this document to the Company by one of the following methods:
 - **By hand** delivering the signed copy to Julie Crook, St Leger Homes of Doncaster, Civic Office, Waterdale, Doncaster DN1 3BU
 - **By Post** returning the signed copy by post to Julie Crook, St Leger Homes of Doncaster, Civic Office, Waterdale, Doncaster DN1 3BU
 - **By email** by attaching a scanned copy of the signed document to an email and sending the same to Julie.crook@stlegerhomes.co.uk

2. Please note that once you have indicated agreement to the resolution this agreement cannot be revoked

3. If you disagree with the resolution you need to do nothing and you will be deemed to have rejected the resolution

4. The circulation date of the resolution is 12 September 2023. If it is not passed by the end of 19 September 2023 it will have lapsed.