

**Minutes of the joint meeting of the Boards of  
Rooftop Housing Group Limited and  
Rooftop Housing Association Limited  
held at 9.30 am on Monday 17 July 2023  
at 70 High Street, Evesham and electronically**

<b>Members present:</b>	Sally Higham (Chair) Colum Goodchild (Vice Chair and Senior Independent Director) (CG) Lenna Cumberbatch-Nichols (LCN) Wayne Harris (WH) Myron Hrycyk (MH) Tessa Rollings (TR) Jonathan Wallbank (JW)	Boris Worrall David Hannon Sam Morgan Lisa Nicholls Caroline Allen Andrew Ledger	Group Chief Executive (GCE) Executive Director - Investment (EDI) Executive Director - Resources (EDR) Executive Director - Operations (EDO) Head of Governance (HoG) Head of Risk and Assurance (HoRA)
		Andrew Millross Jonathan Spearing Rebecca Pitt Will Simmons Ruth Organ	Anthony Collins Solicitors (AM) (part) Centrus (JS) (part) (via Teams) Head of Asset Investment (HoAI) (part) (via Teams) Head of Property (HoProp) (part) Senior Governance Officer (SGO) (minutes)

**Action**

**3434 Apologies for absence**

There were apologies for absence received from Claire-Elaine Arthurs Payne (CEAP) and Daisy Halford (DEH).

**3435 Declarations of interest**

Where members served on other bodies, their declaration of interest was taken as read.

**3436 Any Other Business items**

There was one additional Any Other Business items raised by the Chair.

**3437 Draft minutes of the joint meeting of the Boards of RHG and RHA held on 17 May 2023**

**RHG and RHA:** It was **RESOLVED** that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 17 May 2023 be approved.

**3438 Draft summary notes of the Board Strategy Day held on 8 June 2023**

**RHG and RHA:** It was **RESOLVED** that the draft summary notes of the Board Strategy Day held on 8 June 2023 be approved.

**3439 Outstanding Actions List**

**RHG and RHA:** Members noted the progress on the Outstanding Actions List.

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**CHAIR**

**3440 Draft minutes of the Audit and Risk Committee meeting held on 5 July 2023**

TR commented on two key items that were discussed at the meeting. These were the Annual Reports and Financial Statements and updated forecasting on the end of year golden rule interest cover covenant figure. An extra meeting of the Committee was held last Friday to discuss this second item in more detail and to gain assurance from the EDR with updated forecasts based around two scenarios, which demonstrated sufficient cover on the covenant percentage. The EDR commented on the scenarios and how a Value for Money exercise would be undertaken on responsive repairs in the coming period. TR noted that the Committee was satisfied with the assurance provided.

**RHG:** Members noted the content of the draft minutes of the Audit and Risk Committee meeting held on 5 July 2023.

**3440.1 Minute number 1540: Annual Reports and Financial Statements for the year ended 31 March 2023 - see minute number 3443 for board approval****3440.2 Minute number 1555: Discharge of Audit and Risk Committee responsibilities Q1 2023/24**

The HoRA commented that this was the standard summary of the activities of the Committee for the first quarter.

CG noted the positive work of the Committee in holding a prompt and timely deep dive extra meeting. TR added that it had been specifically held before this meeting so that it could be reported back to the Board on its concerns.

**RHG:** It was **RESOLVED** that the work of the Audit and Risk Committee during Q1 2023/24 in assessing the adequacy of internal controls be approved. This included DEH approval by email.

**3441 Draft confidential minutes of the Nominations and Performance Committee meeting held on 5 July 2023**

This item was minuted separately.

**3441.1 Minute number 181: Annual Appointments to Office - see minute number 3458 for board approval****3441.2 Minute number 182: Members for re-election September 2023 - see minute number 3459 for board approval****3441.3 Minute number 183: Board Succession Plan 2023-2028 - see minute number 3457 for board approval****3442 Group Chief Executive, Performance and Executive Team overview reports**

The GCE noted that it had been a busy week last week. There was an update on the interviews for the replacement EDI post, which was minuted separately.

He stated that voids and lettings would be dealt with as a dedicated topic on the agenda later

The GCE noted that the repairs and customer satisfaction performance was good for the beginning of the year but recent data suggested they had dropped in the last couple of weeks showing how volatile these areas were.

CG acknowledged the compliments within the Customer Voice report and asked Members to keep these in mind throughout this meeting.

### 3442.1 Performance

GCE reported the performance of the organisation in general, especially how the delivery of services by Platform Property Care (PPC) was good and that we were seeing high scores against our Tenant Satisfaction Measures. There had been a small increase in the number of colleagues on sick leave, some with mental health related issues. Rent arrears had been holding steady but there had been a slight increase in arrears which could have been due to the decrease in Money Advisors from three to one, although the team was now back up to two. He felt that with current limits on resources the impact could be high in specific teams when sickness levels increased even if only marginally.

### 3442.2 Operations overview

The EDO noted the main challenges of complaints, repairs volumes, customer satisfaction and voids and lettings. Income collection and disrepair cases were also areas being monitored.

The EDO gave an update on the ending of the Young People Service (YPS) and that it was expected to be handed over by the end of the month. There were meetings being held weekly as part of the handover process.

### 3442.3 Investment overview

The EDI commented that following the exchange of contracts on the St Oswald's Park scheme the next steps were in land remediation and procurement of a contractor.

He advised that 4,000+ properties had now been surveyed with 5% of stock surveyed identified as having an issue requiring work to rectify them. There had also been a disposal of a property at Horsebridge Avenue which would have required a considerable investment to get it up to Decent Homes Standard.

The EDI confirmed that Michael Dyson Associates Ltd was doing good work on the Stock Condition Surveys (SCS) and we were ahead of the timetable for the number of properties surveyed.

It was noted what works had been identified in the SCS with some due to the age of the stock but that there were no major issues.

It was discussed that spend on repairs would be reviewed as to what was business as usual and what was related to the SCS and Damp, Mould and Condensation (DMC) issues as there was a separate budget for DMC works. The EDR advised that the spend would be monitored over the year, especially where PPC was using sub-contractors to complete the works. The GCE added that there was still a high demand on responsive repairs and pressure to resolve the DMC issues as quickly as possible. He explained that this was not a specific issue to Rooftop but sector wide.

In response to a query from WH the EDI advised that the clawback payment from Wychavon District Council could only be applied to those properties that were sold to existing customers (Right to Buy) but this would finish in September at the thirtieth anniversary of the stock transfer to Evesham and Pershore Housing Association (now Rooftop Housing Association).

The HoG commented that she and the EDR had visited Black Country Housing Group recently to discuss its recent In Depth Assessment (IDA) experience. A focus of the Assessors had been stock and stock condition data and what its Board knew about the stock condition of their properties. The ongoing work undertaken at Rooftop on stock condition and reported to the Board regularly would be an important element of the preparation for the forthcoming IDA.

There was a discussion on the profile and/or delaying of the bathroom and kitchen replacement programmes to later years and how it may affect the delivery of these programmes in later years. The EDR advised that performance would be reviewed and programmes may be brought forward if the finances allowed for this. The Board would be advised of the plans for the 2024/25 programmes later in the year. The EDI added that some of the issues had been with the general performance by PPC and that procurement was underway for a potential contractor for the bathroom programme. JW asked that a discussion be held at the October Board Strategy Day on the delivery of the Asset Management Strategy and budget implications to which the EDI advised that this would be informed by the SCS data that would be processed in September/October. The Environmental Sustainability Strategy would also be reviewed. The EDR noted that when the SCS data had been processed the budget spend on the programmes could be reviewed and smoothed across budget years.

EDI

Following a query from LCN it was confirmed that the aids and adaptations requests were handled through a separate budget.

The HoRA commented that there were strategic decisions that the Board had to make with difficult trade offs as there was not the financial resource to be able to undertake everything in one year as might have been the case in the past. Evidence of this strategic decision making was also what the Assessors would be looking at as part of any IDA.

**3442.4 Resources overview**

The EDR reported that the quarterly monitoring pack was due to be published to the Board on Diligent in the next couple of weeks and that the Statistical Data Return (SDR) had been signed off by the Regulator of Social Housing (RSH) last Friday with no comments received. JW praised the team for the work on the SDR.

**RHG and RHA:** Members noted the content of the Group Chief Executive, Performance and Executive Team overview reports.

**3443 Annual Reports and Financial Statements for the year ended 31 March 2023**

The EDR commented on the accounting adjustments that had been made in the Financial Statements and how the BDO Going Concern review was ongoing. There was also a delay in the BDO review of the Social Housing Pension Scheme (SHPS). A date for when the documents would be ready for signing had not been provided by them as yet. There expected to be no issues raised by BDO as all information requested had been provided.

JW stated that it was important that BDO was comfortable with its Going Concern review and that we should aim to get the documents signed by the end of July. The EDR confirmed that she would be applying pressure on BDO to get its review completed swiftly. TR offered her assistance where necessary.

The EDR advised that the senior partner was efficient and one delay was with the central team in regard to the SHPS review.

The EDR confirmed that the updated forecasting to the Audit and Risk Committee had not relied at all on the Defensive Action Plan and was based on very prudent assumptions. It had focused on the probable reduced spend on bathrooms and the choice to push back about £500,000 of energy efficiency works by a year. However, she noted that in the current climate there was limited extra capacity in the budget and lower level decisions were being made to save money where possible.

CG suggested that at the Board Strategy Day in October the Board discuss the potential trade-offs in the repairs and development programmes over the next three to five years. TR added that a smaller headroom in finances was the new norm.

**RHG and RHA:** It was **RESOLVED** to approve:

- i. the Annual Reports and Financial Statements for the year ended 31 March 2023 and the Letter of Representation subject to any further amendments.
- ii. that Signing of the Statements by the Chairs of RHG and RHA, one other Board Member and Company Secretary will be in consultation with the Executive Director – Resources once the audit has been finalised.

This included DEH approval by email.

AM joined the meeting.

**3444 Cost Sharing Group Contract 2023/2033**

AM gave a presentation on the renewal of the contract which required no change to the Members Agreement but had some updated clauses.

It was discussed how another contractor would be approached to provide a quote against a similar service. Rooftop was not required to accept the lowest price but had to provide reasons why and demonstrate value for money.

AM confirmed that he was representing Rooftop in a legal capacity. He explained how contract management monitoring was very important with this contract, to which the EDR confirmed that she met with the Finance Directors of the other partners two to three times a year to discuss this.

AM noted that this was a procurement works contract so a tender process was not required to be followed. However, this needed to follow the three quote process of Standing Orders.

It was confirmed that corporate services in the contract was open book.

The no volume guarantee was discussed.

The risk of Transfer of Undertakings (Protection of Employment) (TUPE) implications to staff working at PPC if work streams were removed was discussed. The EDI stated that Members should treat PPC as Rooftop's own direct labour organisation working in partnership with Platform Housing Group and Stonewater Limited and to treat it as Rooftop's own colleagues.

The consultation process with customers was discussed and how there had been no objections raised so far. CG commented that we needed to take our customers on the journey with us or there may be a risk to our reputation.

AM confirmed that this contract followed all procurement rules and no challenge was expected from other potential contractors.

The Chair thanked AM for his presentation.

**RHG:** It was **RESOLVED** that delegated authority was given to the Group Chief Executive and the Executive Director - Resources to:

- i. consider the outcomes of the second stage of the Leaseholder consultation process and any comments on the proposed contract from those consulted; and
- ii. subject to their considering that there are no matters raised by the leaseholder consultation that merit consideration by the Board, approve the final suite of Cost Sharing Group (CSG) contract documents for execution on or before 1 October 2023.

This included DEH approval by email.

AM left the meeting.

JS joined the meeting via Microsoft Teams.

## 3445 Treasury Strategy

The EDR introduced JS to the meeting.

He presented the Centrus report and summarised the Strategy Action Plan.

The EDR advised that the repayment of the Revolving Credit Facilities (RCFs) would be reviewed and discussions held with Lloyds, Santander and then Nationwide.

JS explained how stress testing and resilience in the banks was taken from data provided by the Bank of England.

The GCE noted the trade offs and restrictions of the current RCFs against the value of the fixed interest rate on them. JS added that this was about managing the risk against cashflows that could deal with any surges in spend.

JW queried the value of the current lenders which JS advised that there was inconsistency within the lending market but Lloyds was offering low margins on new debt facilities. The EDR advised that she would be reviewing the exit strategy for closing down the RCF with Lloyds over the next few weeks.

In response to a query from JW on the timing of the refinancing with the IDA due, the EDR confirmed that a report on it would be presented to the September board meeting and expected it to be completed by the November meeting, subject to the negotiation process.

JS explained how the RCFs' costs were based on the price of long term gilt prices and not the current bank rates. There were potential risks in continuing with the current RCFs including missing out on better long term options.

**RHG:** It was **RESOLVED** that the revised Treasury Strategy be approved. This included DEH approval by email.

JS left the meeting.

The HoAI joined the meeting via Microsoft Teams.

**3446 Asset Investment Strategy**

The Chair congratulated the HoAI on her successful appointment.

The HoAI gave a presentation to explain the new Strategy.

The EDI explained how sinking funds were in place for leaseholder properties and how any spend from these funds would include consultation with the leaseholders.

There was a discussion on how the data collected on customers and the SCS data informed where to target the energy works in regard to fuel poverty issues. The EDI stated that the 75% EPC Band C target in the Strategy had been set by the Board previously. A presentation on the costs of the project would be presented to the Board at the Strategy Day in October. The EDI added that the future plan was to move from replacement based on component lifecycle to component condition.

EDI

It was discussed that the SCS was currently a five yearly cycle although the RSH deemed this to be insufficient. With this in mind properties would also be checked as to their condition at any visit by a customer facing colleague and they were being provided with professional training in the Housing Health and Safety Rating System (HHSRS) to undertake these checks. The Strategy included an action to implement a rolling programme of SCS.

The EDI confirmed that the table of performance in the Strategy was based on benchmarking information provided by Savills and the recommended industry standards.

TR and CG commented on the number of actions in the Action Plan and whether these would be deliverable. The HoAI confirmed that some actions were already underway and they were spread across teams.

The Chair summarised that the Board was supportive of the Strategy's aims and that the future SCS methodology would be reviewed at the October Strategy Day.

EDI

**RHG:** It was **RESOLVED** that the Asset Investment Strategy be approved. This included DEH approval by email.

The HoAI left the meeting.

The EDI left the meeting.

**3447 Corporate Communications Strategy**

The EDR stated that this was a refresh of the Strategy which had been presented to the Board last year.

TR queried the progress on the Customer App. The EDR explained that she would provide an update at the next meeting but it was not yet at the right stage to be relaunched.

**EDR**

The Chair noted that this was an important Strategy and was evolving with more focus on the key areas.

The Chair read out a comment received from DEH stating that she was happy to see the changes made to the Strategy and how the Communications team was moving in the right direction.

**RHG:** It was **RESOLVED** that the Corporate Communications Strategy be approved. This included DEH approval by email.

The EDI re-joined the meeting.

**3448 Building Safety Strategy**

The EDR left the meeting.

The EDO explained the Strategy and how it had been based on best practice.

CG queried Action 22 on the Action Plan as it was incomplete. The EDO agreed to review this action.

**EDO**

**RHG:** It was **RESOLVED** that the Building Safety Strategy be approved. This included DEH approval by email.

**3449 Income Collection Strategy 2023-26**

The EDO reported that it was the last year of the previous Strategy and how successful it had been.

JW commented that there had been a lot of work involved in creating this Strategy and that it was very clear. The EDO noted that it was the work of the Head of Income.

The EDR re-joined the meeting.

**RHG:** It was **RESOLVED** that the Income Collection Strategy 2023-26 be approved. This included DEH approval by email.

### 3450 Voids and Lettings plan

The GCE summarised the changing and evolving challenges that had been faced in this area of the organisation. It had become exacerbated with the pandemic, then through contracting issues and care application delays and was now related to people and resources in the team. Rooftop had followed similar approaches in tackling problems by adding resources and expertise. There had been signs of improvement in quarter four and it had been his decision as GCE to give the team time, space and support. However, a review of the structure of the project team was now required with additional senior officer level input to accelerate efforts and address the risk. He advised that the Group Chair and Senior Independent Director had been informed of the situation and briefed of the extra measures including that the Executive Team would be meeting weekly with immediate effect to ensure progress was made and sustained. The Chair commented that this was a serious issue and she supported the GCE on what needed to be done to get this resolved.

MH noted that it was not ideal for the GCE to have to step in to take responsibility of this issue and how it should be with a more suitable resource. The EDO advised that this was not a change in direction, but rather the allocation of more senior resources designed to improve performance.

CG commented on the assurance being provided by the Executive Team and the Audit and Risk Committee through its detailed review of the issue.

He queried whether the number of voids at Dorothy Terry House would have an impact on the sale to which the EDI confirmed was not the case.

The EDR advised that a breakdown of the void loss would be included in the quarterly monitoring report which the Board would be receiving soon.

The EDO explained the key actions in place that were being undertaken to improve the performance in this area.

The EDO reported how Wychavon District Council was working at a strategic level with Rooftop in regard to voids. She added that income and expenditure training was being provided to the relevant colleagues so that they could complete the financial checks following the correct criteria.

The HoRA noted that the temporary pause of voids did come with a risk that current customers may not be able to afford the rent on the current property and were caught in an arrears trap which needed to be monitored.

TR noted that she would contact the EDR for further clarification on the void issue.

**RHG:** Members noted the content of the report.

TR

### 3451 Customer Voice

The Chair read out a comment received from DEH in regard to the positive level of customer satisfaction and that she had personally experienced a shift in the number of customers reporting to her with more positive feedback on Rooftop.

The EDO noted that customer satisfaction was generally good and minor changes were being made so that we were fully compliant against the Complaints Policy. In response to WH's query she confirmed that negative feedback was being used to review and improve processes.

The GCE advised that requests were challenged when they were outside of our remit, for example litter picking and refuse collection. He suggested that this could be a possible discussion for the Board at the October Strategy Day. The EDO explained how customers were signposted to the relevant service providers on a daily basis and that this would be included in the new customer handbook. LCN added that it was important that Rooftop did not deal with it when it was not our responsibility but to redirect the customer. MH noted that communications on the context as to why we didn't provide certain services was important.

EDO

**RHG and RHA:** Members noted the content of the Customer Voice report.

The HoProp joined the meeting.

**3452 Compliance, Health and Safety Report to 31 May 2023**

The Chair left the meeting.

The HoRA summarised the report.

The Chair re-joined the meeting.

The HoProp explained the changes to the Fire Safety Policy including the revised decision making framework. The HoRA stated that he was refining his reporting of Fire Risk Assessment actions against this framework.

In response to a query from TR on demonstrating that we were adhering to the framework, the HoProp advised that actions would be tracked against set timeframes but it would be difficult to demonstrate this to the Board in a succinct way. MH suggested that any exceptions be reported on.

CG commented that the Compliance, Health and Safety report had been added to over the years in response to requests from the Board. He suggested that a review be carried out on what could be removed or combined so that it was the key headlines that were being reported on.

HoRA

The HoRA confirmed that those properties with overdue solid fuel safety checks were treated the same as those with overdue gas safety checks.

The HoProp presented the latest DMC figures and how they were being resolved.

The HoRA noted that appendix three to the report was the set of minutes for the April meeting of the Health and Safety Committee. It had also met last Friday and discussed a near miss incident that was currently under investigation.

**RHG and RHA:** Members noted the assurance given in the report and actions being taken to address areas of non-compliance.

LCN reported on the improving quality of the Equality Impact Assessments in the meeting papers and how she had contacted the relevant report authors with her comments on them.

**3453 Q1 2023-24 Risk update including any new or emerging risks**

The HoRA highlighted a change to the Interest Cover Covenant risk score. Two additions to the Strategic Risk Register were St Oswald's Park and Cost Sharing Vehicle Contract and to the Business Risk Register Climate Change and Asbestos.

**RHG and RHA:** Members noted the content of the Q1 2023-24 Risk update report.

**3454 Better Social Housing Review update**

The EDO noted the progress made to the gap analysis review.

**RHG and RHA:** Members noted the content of the Better Social Housing Review update report.

**3455 Revised Fire Safety Policy**

The HoProp explained that the major changes in the Policy were to the Management Plan and the addition of the Decision Making Framework which was discussed earlier in the meeting.

**RHG:** It was **RESOLVED** that the revised Fire Safety Policy be approved. This included DEH approval by email.

The HoProp left the meeting.

**3456 Revised Data Policy**

The EDR noted that one of the minor changes in the Policy was to change it from an annual to three yearly review.

TR noted that there was a reference to data retention in appendix three of the Policy but nothing more in the Policy itself. The EDR advised that the Data Protection and Privacy Policy covered this in more detail and was listed in the associated documents to this Policy.

**RHG:** It was **RESOLVED** that the revised Data Policy be approved. This included DEH approval by email.

**3457 Board Succession plan 2023-2028**

The HoG noted that three Members were due to retire between September 2024 and February 2025 and that the Nominations and Performance Committee recommended that the recruitment process should start in January 2024 with staggered appointment dates. This recruitment would also include an Independent Member for the Audit and Risk Committee.

The Chair commented that this was an important process and was viewed as good governance.

LCN queried when the Plan was reviewed to which the HoG responded it was presented to each meeting of the Nominations and Performance Committee and at least annually to the Boards. An annual review of the Board Skills Matrix and audit of current Members' skills was also undertaken.

**RHG and RHA:** It was **RESOLVED** to approve:

- i. the updated Succession Plan 2023 – 2028
- ii. active recruitment for new members including an Independent member to join the Audit and Risk Committee to commence early 2024 to allow staggering of new Board Member appointments throughout the year.

This included DEH approval by email.

### 3458 **Proposed Appointments to Office September 2023**

The HoG commented that this report was an annual requirement in line with the Rules of RHG and RHA. All relevant Members had been consulted and were happy to accept the nominations which had been discussed at the recent Nominations and Performance Committee.

**RHG and RHA:** It was **RESOLVED** that the nominations to office with effect from 13 September 2023 be approved. This included DEH approval by email.

### 3459 **Members for re-election September 2023**

The HoG explained how the re-election related to the service agreements of Members which were limited to six years in total.

**RHG and RHA:** It was **RESOLVED** to approve:

- i. the re-appointment of Daisy Halford as a member of the boards of RHG and RHA for a fixed and final term of three years commencing 16 September 2023;
- ii. the re-appointment of Jonathan Wallbank as a member of the boards of RHG and RHA for a fixed and final term of one year commencing 19 September 2023;
- iii. the re-appointment of Claire-Elaine Arthurs Payne to the boards of RHG and RHA for a fixed and final term of 16 months commencing 19 September 2023.

This included DEH approval by email.

**RHG:** It was **RESOLVED** to approve:

- i. the re-appointment of Tessa Rollings as a member of the board of RHG for a fixed and final term of three years commencing 16 September 2023;
- ii. the re-appointment of Colum Goodchild as a member of the board of RHG for a fixed and final term of one year commencing 19 September 2023.

This included DEH approval by email.

### 3460 **Board Member Learning and Development Plan 2022/2023 – annual review**

**RHG and RHA:** Members noted the content of the Board Member Learning and Development Plan 2022/2023 – annual review report.

### 3461 **Joint meeting of the Boards Forward Plan**

The HoG advised that the venue for the next Strategy Day would be Dumbleton Hall. There would be no dinner provided but Members were welcome to stay for a drink.

**RHG and RHA:** Members noted the content of the Joint meeting of the Boards Forward Plan report.

**3462 Any Other Business**

The Chair read out a note from DEH in regard to her ongoing treatment and thanks to everyone.

There being no other business the meeting closed at 1.13 pm.