

**Minutes of the joint meeting of the Boards of
Rooftop Housing Group Limited and
Rooftop Housing Association Limited
held at 9.15 am on Wednesday 17 July 2024
at 70 High Street, Evesham and electronically**

| | | | |
|-------------------------|---|---|--|
| Members present: | Sally Higham (Chair) Lenna Cumberbatch-Nichols (LCN) Myron Hrycyk (MH) Jonathan Wallbank (JW) Daisy Halford (DEH) (Teams) Tessa Rollings (TR) (part) | Boris Worrall Claire Lees | Group Chief Executive (GCE) Interim Executive Director - Operations (IEDO) |
| | Observer: Alykhan Meghani (AK) | Sam Morgan Rebecca Pitt Caroline Allen Andrew Ledger | Executive Director - Resources (EDR) Executive Director - Investment (EDI) Head of Governance (HoG) Head of Risk and Assurance (HoRA) |
| | | Kayleigh Sterland-Smith Joe Atkinson | Head of Finance (HoF) (part) Savills (JA) (part) |
| | | Ruth Organ | Senior Governance Officer (SGO) (minutes) |

Action

3613 Apologies for absence

There were apologies for absence received from Colum Goodchild (CG), Claire-Elaine Arthurs Payne (CEAP) and Wayne Harris (WH). Tessa Rollings (TR) would be joining the meeting later and DEH was attending the meeting via Teams.

The Chair welcomed AK as observer to the meeting, ahead of his formal appointment as Board Member for RHG and RHA, and to the IEDO.

3614 Declarations of interest

There were declarations made by the relevant Members under minute numbers 3635, 3638 and 3639, AK under minute number 3637 and the IEDO under minute number 3629. Where members served on other bodies, their declaration of interest was taken as read.

3615 Any Other Business items

There were no Any Other Business items raised.

3616 Draft minutes of the joint meeting of the Boards of RHG and RHA held on 22 May 2024

RHG and RHA: It was **RESOLVED** that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 22 May 2024 be approved. This included approvals from WH, TR and CEAP by email.

.....
CHAIR

- 3617 Draft summary notes of the Board Strategy Day held on 13 June 2024**
- RHG and RHA:** It was **RESOLVED** that the draft summary notes of the Board Strategy Day held on 13 June 2024 be approved. This included approvals from WH and CEAP by email.
- 3618 Draft minutes of the special joint meeting of the Boards of RHG and RHA held on 13 June 2024**
- RHG and RHA:** It was **RESOLVED** that the draft minutes of the special joint meeting of the Boards of RHG and RHA held on 13 June 2024 be approved. This included approvals from WH and CEAP by email.
- 3619 Outstanding Actions List**
- LCN commented that it was good to see the updated language in the Customer Strategy. The GCE advised that he had updated the Strategy reflecting on how the Premier Inn customer service style was described in online articles and how it could relate to Rooftop.
- RHG and RHA:** Members noted the progress on the Outstanding Actions List.
- 3620 Draft minutes of the Audit and Risk Committee meeting held on 3 July 2024**
- JW gave a summary of the discussions held at the recent meeting, including the work of the Customer Scrutiny Panel and its scoping report for a review on lettings, the work undertaken by the EDR, HoF and Finance team on the Annual Reports and Financial Statements, the Internal Audit report on Electrical Safety, the Internal Audit Recommendations Tracker report which had been reviewed as a quarterly decision report for the Committee, the key risks of 'Poor repair service reduces customer satisfaction' and 'Governance downgrade' and approval of the Tenancy Fraud Policy.
- JW advised that that there was a robust and balanced debate at the meeting. He explained how the Committee had reviewed the Internal Audit Recommendations Tracker and asked the Executive Team to consider how deadlines could be brought forward; he added that it had been circulated to the Committee for approval now that it had been revised.
- The Chair acknowledged that this was the last Committee which JW attended before he completed his term of office on the Board in September. The HoG added that the Committee thanked him for his contributions during his tenure.
- RHG:** Members noted the content of the draft minutes of the meeting of the Audit and Risk Committee held on 3 July 2024.
- Recommendation: Annual Reports and Financial Statements for the year ended 31 March 2024** - see minute number 3623 for Board approval.
- 3620.1 Recommendation: Discharge of Audit and Risk Committee responsibilities for Q1 2024/25**
- The HoRA noted that the decision on the Internal Audit Recommendations Tracker Q1 had been deferred by the Committee at this meeting.

RHG: It was **RESOLVED** that the work of the Audit and Risk Committee during Q1 2024/25 in assessing the adequacy of internal controls be approved. This included approvals from WH and TR by email.

3621 Draft confidential minutes of the Nominations and Performance Committee held on 3 July 2024

This item was minuted separately.

Recommendation: Board Succession Plan 2024 – 2029 - see minute number 3635 for Board approval.

Recommendation: Appointment of new Members: RHG and RHA Boards and Independent Member of the Audit and Risk Committee - see minute number 3637 for Board approval.

Recommendation: Proposed Appointments to Office September 2024 - see minute number 3638 for Board approval.

Recommendation: Members for re-election September 2024 - see minute number 3639 for Board approval.

3622 Group Chief Executive, Performance and Executive Team overview reports

The GCE reported that the Regulator of Social Housing (RSH) inspection result was anticipated for late July or August. The HoG advised that she expected that the Lead Inspector would be contacting the GCE to discuss the result, possibly also with the Chair before it was published.

The GCE commented on the continued steady progress being made on void loss with Platform Property Care (PPC) hitting targets on voids works after an earlier issue with inspection resource eroded performance.

It was noted that Aareon was under new ownership and senior managers had been asked to attend the September board meeting; there was a demonstration of the Customer App this afternoon which the GCE was attending.

There was a discussion on the potential areas of weakness that had been identified in the inspection process which included more discipline and focus on target setting and delivery and completion of internal audit work and how this was all reported to the Board. The Chair noted that the Board should not be involved in the operational detail and that it was a balance which she had discussed with the RSH inspection team during her interview. MH noted the limited performance of the current housing management system and how this was holding Rooftop back as a business and that there needed to be an improvement plan including reviewing what the alternative systems were. The EDR commented that there was also a requirement for an alignment of the Strategic and Annual Plan objectives. The HoRA added that a simplification of what Rooftop was aiming to undertake would enable the Board to be clear on the performance of the organisation.

The GCE gave a presentation on current repairs volumes which were increasing and how a response plan was being created which would also include a customer communications plan. An approval request would be emailed to the Board next week on the plan and what further resources were required. He advised that the EDI was overseeing the Repairs team in the short term.

GCE

The EDR advised that the Board would be asked to approve a change to the Key Performance Indicator (KPI) on the 'Average number of working days to complete a non-emergency repair' at the September board meeting so that it aligned with the PPC metric. There was a discussion on whether this was a reasonable request and how robust the PPC metric was. The GCE clarified that there was no material difference to the customers as 20 working days was almost identical to 28 calendar days in terms of timescales. The HoRA added that there had been an increase in compensation payments to customers and that, as Rooftop was not achieving published repairs target times, this was a risk.

It was discussed how a long term review would be undertaken into the future of the repairs service linked to the external review PPC had commissioned and Rooftop had input into. JW commented that there would be a cost implication of using sub-contractors to take on some aspects of the PPC works.

DEH noted that core waiting times for repairs to be completed had been commented on by fellow customers and how this impacted on private homeowners as well. The GCE confirmed that the aim was to reduce waiting times within the next three months and he would be updating the Board on this when necessary. He added that a period of stability in the Repairs team and at Executive Director – Operations level would assist with the improvements.

AK commented on the positive debate on this issue and whether there would be a reforecast on the expected performance levels and required contingency budget mid-way through the year in case volumes increased even further. The GCE and EDR advised that this had been discussed with PPC and how there was a complexity to the value of the repairs jobs that required to be completed.

MH stated that stability was the key by taking control of the situation and then reviewing the future of the service.

3622.1 Performance

The GCE advised that WH had provided a question by email on the underperformance in the 'Overheads as a percentage of adjusted turnover'. The EDR confirmed that this was a profiling issue and was affected by the timing of Housing Benefit payments.

It was noted that CEAP had provided a question by email in regard to the percentage of customers in arrears and asked for more detail into the reasons behind this figure in the report for the next board meeting.

IEDO

The EDR commented on the issue in regard to checks on customer bank accounts and how this was being resolved.

JW queried the phasing of overheads which the EDR advised was mainly related to a number of ICT licences paid at the beginning of the year. She added that there may be an increase against budget for insurance costs.

The GCE reported on the mix of phone and digital customer surveys now being undertaken and how results would be shown separately this year and then integrated. LCN asked for demographics on the responses for each survey method.

HoRA

3622.2 Operations overview

In response to a question from WH by email the GCE stated that an increase in the resources in the Repairs team would not guarantee an improvement in the call waiting time to the target of three minutes because although it might help, the key issue was achieving a decrease in the number of outstanding repairs cases.

Another emailed question from WH regarded management companies. The EDI explained how the management agreements were being mapped to capture the responsibilities of Rooftop. She added that a section on management companies would be added to her overview report for future meetings.

EDI

3622.3 Investment overview

The EDI reported that the sale of Dorothy Terry House had been completed on 1 July, a development of 29 homes was on site at Bishop's Cleeve and five homes at Badsey had been secured under Section 106. She added that there were delays to the Broomhall, Worcester site which was expected to impact on the budgeted shared ownership sales for this year.

A question received from CEAP by email asked for more details on the number of properties that were unable to be accessed for decarbonisation works and how many of these had condition issues. It was noted that this would be clarified in future reporting to the Board.

EDI

There was a discussion on shared ownership sales and how two new policies were being written in response to new rules in regard to prioritisation of offers, affordability checks and the level of share that was available to a customer.

3622.4 Resources overview

The EDR commented on the appendix to the report in regard to the minor changes to the Financial Forecast Return (FFR) that was submitted to the RSH following the last board meeting. The Statistical Data Return (SDR) and Tenant Satisfaction Measures (TSM) had also been submitted ahead of the deadlines set with no further queries received on either of them.

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

3623 Annual Reports and Financial Statements for the year ended 31 March 2024

The HoF joined the meeting.

She summarised the report and how the Board would be provided with a final version of the Audit Completion Report at the September meeting. She would also be contacting key Board Members for use of their electronic signatures on the final versions of the Annual Reports and Financial Statements.

HoF

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

- i. the Annual Reports and Financial Statements for the year ended 31 March 2024 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/Group Chief Executive once the audit has been finalised.

This included approvals from WH, TR and CEAP by email.

3624 Treasury Strategy

JA joined the meeting.

The HoF explained that the Treasury Strategy was reviewed on an annual basis and that this was the first year that Savills had undertaken a full review.

JA gave a presentation on the Treasury Strategy including the key recommendations within it.

JA explained how market conditions would be reviewed regularly as it was a fast moving and unstable market which funders were constantly needing to change their offers to compensate for.

In response to a query from AK on sustainably linked Key Performance Indicator funding, JA explained how this had been considered but there were challenges in cost margin increase which would outweigh the economic benefit to an organisation of the size of Rooftop.

JW agreed with the view that there should be a “golden rules” review and that the EBITDA-MRI metric should still be reported on.

There was a discussion on whether there should be a metric to consider the average weighed life of debt. The Treasury Policy review would include what options were now available including ISDA loans and which were the best choice for Rooftop in regard to Value for Money.

The Chair thanked JA for his presentation.

RHG: It was **RESOLVED** that the revised Treasury Strategy be approved. This included approvals from WH, TR and CEAP by email.

JA and the HoF left the meeting.

3625 St Oswald's Park

There was a discussion held on the proposed scheme and options.

RHG and RHA: The recommendation was withdrawn as further work was requested.

3626 Customer Voice

The HoRA noted how the content of the report had been discussed earlier in the meeting. However, he commented that there had been an increase in the number of Housing Ombudsman cases received.

The GCE agreed that the Board should receive a breakdown on why complaints cases had been escalated to Stage 2 and to the Housing Ombudsman and what improvements could be made to mitigate this escalation as requested by email from CEAP.

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

3627 Compliance, Health and Safety report to 31 May 2024

The HoRA reported that the outcome of a Fire Safety internal audit recently undertaken by Beever and Struthers was expected.

There was a discussion on the increase in service charges at Extracare schemes, for example Parsons Gardens and Yates Court, the reasons for this and that affordability for these schemes was affecting sales. The GCE confirmed that this factor would be considered as part of the revised Supported Housing Strategy due to be presented to the Board in November.

TR queried the Damp, Mould and Condensation (DMC) issue complaint case and whether Rooftop had undertaken everything possible to rectify the issue. The EDI advised that she would report back to TR on this specific case. However, she explained that the team had reviewed all DMC contacts from the last 18 months to address the issues raised and to avoid future related complaints.

The IEDO commented that the Housing Ombudsman was still working on an 18 month backlog of cases. The HoRA noted that some customers were re-contacting Rooftop to get an earlier conclusion to their complaint due to the wait with the HO.

CEAP had emailed a query on the unsold stock over 6 months and whether this related to a waterlogged garden to which the EDI responded that she was unaware of any issues.

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

3628 Q1 2024/25 Risk update including any new or emerging risks

The HoRA advised that the report had been updated following the discussion at the recent Audit and Risk Committee meeting in regard to the 'Poor repair service reduces customer satisfaction' and 'Governance downgrade' risks.

The Chair commented positively on how the report had evolved over time and that it was much clearer.

MH asked that the earlier discussion on the risk to the development programme in regard to the St Oswald's Park scheme should be reflected in the Risk Register, which the HoRA agreed would be the case for Quarter 2 reporting.

The GCE summarised the key risks that had changed which included the effect of the St Oswald's Park scheme on the relevant risks, the 'Governance downgrade' risk, a decrease to the 'Voids Loss Increase' with progress being made in this area and the increase to the 'Poor repair service reduces customer satisfaction' which would have an effect on the 'Cost Sharing Vehicle (Financial Control)' risk. These risks would be reviewed again following the discussions held at this meeting.

RHG and RHA: Members noted the content of the Q1 2024/25 Risk update report.

3629 Confidential

This item was minuted separately.

3630 Acquisition of Evesham Baptist Church and Seward Close lease, Evesham

There was a discussion held on the proposed acquisition.

RHG and RHA: It was **RESOLVED** that the acquisition was approved.

3631 Extension to the Anti-Fraud Policy review

RHG: It was **RESOLVED** that an extension to the Anti-Fraud Policy review from July 2024 to September 2024 be approved. This included approvals from WH and CEAP by email.

3632 Extension to Supported Housing Strategy review

The EDR left the meeting.

RHG: It was **RESOLVED** that an extension to the Supported Housing Strategy review from July 2024 to November 2024 be approved. This included approvals from WH and CEAP by email.

3633 Revised Board Member Learning and Development Policy

RHG: It was **RESOLVED** that the revised Board Member Learning and Development Policy be approved. This included approvals from WH and CEAP by email.

3634 Role of the Member Responsible for Complaints (Standing Orders of the Board – Appendix Q)

The HoG advised that the role profile had been further updated following feedback received by CG and LCN.

RHG: It was **RESOLVED** that the amended role description for the Member Responsible for Complaints be approved. This included approvals from WH and CEAP by email.

3635 Board Succession Plan 2024 - 2029

The HoG noted how the following approval reports were aligned to this updated Succession Plan. She explained how the Nominations and Performance Committee would be meeting in early September to carry out a skills review of the Board and further review best recruitment practices in the sector.

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

- i. the updated Succession Plan 2024 – 2029
- ii. recruitment for two new members to commence September 2024.

This included approvals from WH and CEAP by email.

3636 Appointment of Rooftop representative to Platform Property Care (PPC) Board

RHG and RHA: Members noted the content of the decision taken report.

3637 Appointment of new Members: RHG and RHA Boards and Independent Member of the Audit and Risk Committee

The EDR rejoined the meeting.

RHG: It was **RESOLVED** to approve the appointment of:

- i. Andrew Palmer as the Independent Member of the Audit and Risk Committee with effect from 17 July 2024 for a fixed term of three years.
- ii. Alykhan Meghani as Board Member of RHG and RHA and Member of the Audit and Risk Committee with effect from 18 September 2024 for a fixed term of three years.

This included approvals from WH and CEAP by email.

3638 Proposed Appointments to Office September 2024

The HoG explained the complexity described within the report.

RHG and RHA: It was **RESOLVED** that the appointments as proposed at Appendix 1 of the report were approved. This included approvals from WH and CEAP by email.

3639 Members for re-election September 2024

The HoG advised which Members were due for re-election and that there would be one vacancy on the Board of RHA. This was expected to be filled following the next Board recruitment process in the Autumn.

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

- i. the re-appointment of Sally Higham as Group Chair of RHG for a fixed and final term of three years commencing 19 September 2024.
- ii. the re-appointment of Myron Hrycyk as a Member of the Board of RHG for a fixed and final term of 1 year commencing 19 September 2024.
- iii. the re-appointment of Colum Goodchild as a Member of the Board of RHG for a fixed and final term of up to six months commencing 19 September 2024.

This included approvals from WH and CEAP by email.

3640 Board Member Learning and Development Plan 2023/2024 – annual review

The HoG commented on the annual review report which the SGO had collated on her behalf.

RHG and RHA: Members noted the content of the Board Member Learning and Development Plan 2023/2024 – annual review report.

3641 Joint meeting of the Boards Forward Plan

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

3642 Growth update

This item was minuted separately.

3643 Any Other Business

There being no other business the meeting closed at 12.48 pm.