

**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 29 January 2025
at 70 High Street, Evesham and electronically**

Members present:	Sally Higham (Chair) Myron Hrycyk (Vice Chair and Senior Independent Director) (MH) Claire-Elaine Arthurs Payne (CEAP) Lenna Cumberbatch-Nichols (LCN) Wayne Harris (WH) Ciara McMillan (CM) Alykhan Meghani (AM) Richard Newton (RN)	Boris Worrall Mark McEgan Sam Morgan Rebecca Pitt Caroline Allen Andrew Ledger Kayleigh Sterland-Smith Rob Bryan Ruth Organ	Group Chief Executive (GCE) Executive Director - Operations (EDO) Executive Director - Resources (EDR) Executive Director - Investment (EDI) Head of Governance (HoG) Head of Risk and Assurance (HoRA) Head of Finance (HoF) (part) Vantage (RB) (part) Senior Governance Officer (SGO) (minutes)
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Action

3708 Apologies for absence

There were apologies for absence received from Daisy Halford (DEH).

The Chair welcomed the EDO to his first board meeting in post and to RN and CM to their first meeting.

3709 Declarations of interest

There were declarations made by all Members in regard to minute number 3715.1, RN and CM in regard to minute number 3711 and CEAP in regard to minute number 3731. Where members served on other bodies, their declaration of interest was taken as read.

3710 Any Other Business items

There were no Any Other Business items raised.

3711 Appointment of new Members: RHG and RHA Boards

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

- i. Richard Newton as Board Member of RHG and RHA and Member of the Audit and Risk Committee with effect from 29 January 2025 for a fixed term of three years.
- ii. Ciara McMillan as Board Member of RHG and RHA and Member of the Remuneration Committee with effect from 29 January 2025 for a fixed term of three years;
- iii. Ciara McMillan as Board Representative for Health and Safety with effect from 29 January to 24 September 2025.

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CHAIR

3712 Draft minutes of the joint meeting of the Boards of RHG and RHA held on 20 November 2024

RHG and RHA: It was **RESOLVED** that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 20 November 2024 be approved.

3713 Outstanding Actions List

RN requested that completion dates be added to the Outstanding Actions List and that these be determined by the Executive Team. The SGO confirmed that an additional column could be added.

SGO

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

3714 Recommendation: Discharge of Audit and Risk Committee responsibilities Q3 2024/25

RHG: It was **RESOLVED** that the work of the Audit and Risk Committee during Q3 2024/25 in assessing the adequacy of internal controls be approved.

CEAP joined the meeting.

3714.1 Draft minutes of the Audit and Risk Committee held on 15 January 2025

CEAP summarised the key discussions held in the meeting including: the work of the Customer Scrutiny Panel; the accounts timetable; refining and improving the risk report to the Committee and the Board; assurance provided on the ongoing work in regard to the Ferry View incident; the close monitoring of the Damp, Mould and Condensation (DMC) work as covered under Awaab's Law; a review of the Regulator of Social Housing (RSH) Sector Risk Profile and the need for an item to be added onto the June Strategy Day agenda on the Board development risk appetite; the ongoing work in complaints handling and the changes required; the proactive work of Beever and Struthers in its internal audit reports. She added that a decision on the topic of the next risk walk through was still to be made.

RHG: Members noted the content of the draft minutes of the meeting of the Audit and Risk Committee held on 15 January 2025.

3715 Draft minutes of the Remuneration Committee held on 15 January 2025

This item was minuted separately.

Recommendation - see minute number 3731 for Board approval.

3715.1 Recommendation: Annual salary increase review

This item was minuted separately.

3716 Group Chief Executive, Performance and Executive Team overview reports

A discussion on the recent Platform Property Care (PPC) communications was minuted separately.

3716.1 Performance

The GCE reported that Key Performance Indicators (KPIs) were heading in the right direction with rent arrears low, void loss under control and relet times reducing. Customer satisfaction remained a challenge but the repairs Work In Progress (WIP) and waiting times were also reducing.

There was a discussion on Core Customer data (KPI 19) which the EDO explained was included in the C1 Plan. This involved providing colleague training on how to persuade customers to provide their personal data and also how we used the data to change service delivery and policies. The Chair commented that it was pleasing to see how the target was improving and the progress being made in this area.

The Relet days (KPI 18) target was questioned as to whether this was still achievable. The EDO advised that this target was being reviewed with a new target in place from April.

The triggering for Board assurance on KPIs was discussed. The HoRA noted in the past when a target was 'red' for three months this would trigger a requirement to provide high level commentary to the Board. CM asked for a similar trigger to be created for future reporting. The EDR explained that all the red targets had been covered by various reports to the Board in recent meetings, along with a number of improvement plans. The GCE added that the KPIs for 2025/26 would be provided to the Board at the next meeting and a trigger process would be formalised.

EDR

CM commented on the Average call waiting time (KPI 22) target and that it was important to provide a suitable resolution for the customer no matter how long it took. The EDO responded that a report would be provided to the Audit and Risk Committee in April on call handling improvements and agreed that the quality of the call was just as important as the time taken to answer it. The GCE explained that call handling was a key target that customers had asked for through the Annual Plan review process.

RN asked about the split of oversight of KPIs between the Board and Executive Team and what the Board appetite was on Early Warning Indicators. The GCE added that some were standard, such as the Sector Scorecard, but that this would be reviewed for future reporting from April.

EDR

CEAP noted that the target figure for Relet days (KPI 18) was affected by a few hard to let properties and asked whether these should be recorded separately as the general needs voids current performance was good.

KPI 15 Non-emergency repairs completed within 28 days was discussed and whether PPC should split its focus on completing the WIP repair jobs and the new repairs as the target was consistently being missed. The EDO agreed to consider this suggestion.

EDO

3716.2 Operations overview

The EDO summarised the key points in the report including the work undertaken on the Strategic Repairs Improvement Plan, how the WIP jobs had stabilised and that the 1,500 repairs to be completed monthly was no longer a realistic figure. He also commented on the Housing Ombudsman (HO) severe maladministration cases and what quick improvements could be made against the issues raised in them. He signposted the Board to the brief Ferry View incident update.

The Chair stated that she was keen that the Board was provided with a strategic overview on performance and that the Committees and Executive Team take a more operational view. She added that this was challenging for the sector at this time in terms of the balance of operational and strategic.

CEAP commented that the HO cases related to issues that had occurred several years ago and that there had been considerable progress made since then.

The Tenancy audit visits were discussed and how they were prioritised using vulnerability data and were risk based.

CM noted the possible link between customers in arrears and the money advice support and whether there was evidence that arrears were reducing accordingly. The EDO explained the preventative measures being taken by the relevant teams and would review the results of this work in regard to arrears performance. He would then report back to the Board on what the data showed about links between arrears and those provided with money advice.

EDO

3716.3 Investment overview

The EDI highlighted the key points of the report noting the delivery of planned works against contractor performance and communication with contractors and customers on external wall insulation that was planned following reports in the press in regard to this type of works.

The EDI confirmed that the planned works programme was behind target and would provide improved commentary in future reports on this concern.

EDI

RN queried the amount of data provided in appendix one of the report which the EDI advised would be reviewed and reduced for future reports.

EDI

The unsold stock at Parsons Gardens was discussed and how a variation to the Section 106 agreement to change the tenure of the relevant units was being made.

3716.4 Resources overview

The EDR gave an update on the external review of rent compliance with 100% of social rent, of the 10% sample checked, with no issues. The final report would be provided to the Audit and Risk Committee in April. Note: she added later in the meeting that there had been nothing identified in the review of a regulatory issue to report.

The EDR agreed to provide RN with information on the outcome of the 'DarkTrace' Cyber Security solution six week trial.

EDR

The EDR confirmed to MH that any free training being offered on the new Procurement Act was being utilised.

In response to a query from AM on the Board appetite on the covenant, the EDR advised that this would be part of the Budget report presented at the March meeting and that she would discuss this further with AM individually.

EDR

The performance of the QL housing management system was discussed and how this would be included as an item for discussion on the Board Strategy Day agenda in June.

LCN queried how colleague turnover was reported against target and the context to the ethnicity data. The EDR agreed to review this and confirmed that turnover should be under the 12% target but explained that very low turnover was also not regarded as positive either.

EDR

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

3717

C1 Plan

The EDO commented that although C2 was compliant and a positive grading, the ambition for the organisation was to receive a C1 grade from the RSH.

He explained how details of progress on Repairs and Complaints was contained within the two specific Strategic Improvement Plans attached to the report.

He explained the findings from the colleague sessions he had held on the root cause analysis in key areas such as customer complaints and repairs and how these would be added to the C1 Plan.

The Chair noted the positive comments on the need for good customer data.

CM enquired about the customer involvement in the workshops and how they should lead on this Plan. The EDO confirmed that the same workshop would be undertaken with engaged customers. A gap analysis would also be completed against the RSH Consumer Standards which the Board would see in March followed by the final annual self-assessments against all RSH Standards in May. The analysis would also inform any additional actions within the C1 Plan.

Issues around delivery and motivation within the Repairs team were discussed and how engagement had increased, along with an offer of further training opportunities.

The Chair noted the comment in the presentation on celebrating progress already made and positive wins in the Strategic Improvement Plans.

The GCE reported that the regulatory judgement on the C2 grade had made specific points on the repairs' performance and complaints handling. He stated that the ongoing improvement work completed to date on complaints handling should put Rooftop towards C1 territory. The Chair noted the positive sense the Board was receiving in the ongoing work and with a new EDO in place this brought a fresh perspective on the Project.

MH stated that it was important that data owners were clear on their responsibilities and context provided to colleagues on why they were undertaking any training.

AM stated that he felt that the Plan was clear and queried whether the implementation timetable was realistic and achievable. The EDO advised that it was but added that it would be discussed with the RSH at the next meeting on 12 February. The HoG added that the RSH would also receive of copy of this Board minute discussion along with the Plan. AM suggested asking for benchmarking information from other housing associations that were in the same situation as Rooftop.

There was a discussion on the possible resource requirements in the Plan. The EDO explained that he was in conversation with the EDR and confirmed that the C1 Plan needed to be adequately resourced.

The GCE stressed that the Board would, in particular, need to be comfortable that the Repairs Work in Progress Plan was sufficiently resourced for 2025-26.

The process in upgrading to C1 was commented on and how the RSH had set out an expectation of seeing evidence of sustainable change, where both parties would be comfortable that this had been delivered.

RHG: Members noted the content of the report and presentation.

3718 Confidential: Repairs – Future Options Review

This item was minuted separately.

3719 Value for Money presentation by Rob Bryan, Vantage

RB and the HoF joined the meeting.

RB gave his presentation on the 2023/24 peer group comparison performance including key metrics, an overview of sector trends, as well as peer group comparisons which the Chair praised him for.

The relatively high level of gearing for Rooftop was commented on by AM. RB explained that the sector continued to be attractive to investors. There was a high level of debt but there were sustainable options coming onto the market gradually.

Rooftop's void loss performance was discussed and how there was an element of exposure with the number of the supported housing schemes that it owned.

RHG: Members noted the content of the presentation.

RB and the HoF left the meeting.

3720 Target Operating Model 2 update

The EDR gave a presentation on what had been completed in Phase One of the Target Operating Model (TOM), what was planned and what was in progress.

The Chair commented on how some Strategies were linked and overlapped with the possible risk of duplication. The EDR advised that this was being reviewed and the Annual Plan being provided at the next meeting would include a focus on Strategies.

There was a discussion on the need for customer engagement to be at the top and filter down to the operational level with a coherent communication/branding plan. The EDR commented that a branding exercise was undertaken a few years ago and may need a refresh. This would be reviewed as part of the Corporate Communications Strategy.

EDR

AM asked whether the review of the colleague structures could be completed earlier than quarter four to which the EDR replied that she aimed to deliver this earlier but by quarter four at the latest.

The work on the TOM was noted and how integration and simplification were the key planned outcomes.

The EDR confirmed to MH that the top processes were key to keeping Rooftop on track and were linked with the top risks.

MH asked that benchmarking data on service charges was provided.

EDR

In response to a query from MH the EDR advised that the Apprenticeship Levy was used by Rooftop.

RHG: Members noted the content of the presentation.

3721

Void Sales Programme

The EDI explained that the report provided an outline on the programme concept, which would be formally presented to the Board in March. This would address the issues with a reduced development programme and long term voids.

LCN queried the provision of adapted properties. The EDI explained that Officer discretion would be used for existing adapted properties and that future developments would meet requirements for adaptable properties set out in the Section 106 Agreement.

CM noted the importance of the impact on customers by removing 20 properties from the waiting list and that this should be replaced within 12 months. The Chair advised that some long term void properties were not popular with customers.

WH commented that he was supportive of the report and that this was a necessary reprovision of the stock in order to meet the EPC rating A target.

AM suggested approaching key banks that provided retrofit funding packages as to whether this was an option available to Rooftop.

EDR

CEAP noted that the time taken to replace a sold void property should be monitored as this was technically still counted in the void figures.

EDI

The Chair commented on the discussion and the good points raised by Members. She asked that a review of the programme be provided after it had been in place for a year.

EDI

RHG and RHA: It was **RESOLVED** that the development of a Void Sales Programme for a final approval in March 2025 alongside the FBP Parameters be approved.

3722 St Oswald's Park

The EDI summarised the report.

There was a discussion held on the proposed scheme.

3723 Customer Voice

The EDO noted the table on customer satisfaction in the report, the Tenant Satisfaction Measures (TSMs) and that customers had the right to ask that their case be escalated to Stage 2 of the complaints process. He also commented on the positive work of the Customer Engagement Manager.

LCN praised the new style of report but cautioned against how conclusions were drawn from the data, especially in regard to ethnicity and age.

CM commented that the TSMs provided a perception of customer satisfaction but that this needed to be balanced with the transactional data which was generally at a higher level and reflected the reality of a service provided to a customer at that time. She stressed that it was important to be clear of the difference when discussing the data included in the report. The EDO confirmed that surveys overall did present a balanced view on the satisfaction levels and he would review any changes needed to draw this out more clearly in future reports.

CEAP asked for a sub committee to review the detail on customer complaints and engagement. The EDO confirmed this was being discussed with DEH as part of the remit of the future Customer Strategic Group and Customer Influencing Framework.

The EDI reported that the one dissatisfaction under new build was in regard to aids and adaptations work and not the property itself.

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

3724 Financial update

The EDR noted that the current covenant position was over 200% with a lower year end forecast of 176% for Nationwide, which was due to the delay at Broomhall, Worcester and the additional expenditure on the St Oswald's Park development scheme.

The Chair left the meeting.

The EDR advised that there was a positive change in the finances which would be reported in the quarterly monitoring pack to the Board on 7 February. The GCE added that the balancing charge assumption for PPC was in line with the previous quarter.

The EDR confirmed that the Budget presented to the Board at the next meeting would aim to include 180% for the covenant position, to allow headroom for the relevant stress testing.

The GCE asked that the SGO publish the presentation provided to Members at the meeting on the Diligent meeting software.

RHG and RHA: Members noted the content of the financial update presentation.

EDO

SGO

3725 Compliance, Health and Safety report to 30 November 2024

The EDR left the meeting.

The Chair rejoined the meeting.

The HoRA explained how additional commentary had been provided to Members on Health and Safety compliance trends and that there was one procurement issue on fire doors identified in the December 2024 report.

The EDR rejoined the meeting.

In response to WH, the EDI advised how the focus was on completing Housing Health and Safety Rating System (HHSRS) Category One issues. These would then be recategorised and removed from the figures reported on.

RN asked about the asbestos risk to which the EDI confirmed that the data was being revised and aligned and a figure would be reported on in the next couple of months when this work was complete.

The GCE left the meeting.

MH commented on the prioritising of the Health and Safety remediation work with a third party contractor. The HoRA advised that the current protocol was working and it was just an issue with the current contractor. The EDI added that a new contractor had been procured and she was confident that this issue would be addressed within the next few months.

The GCE rejoined the meeting.

CM queried when the Decent Homes 100% would be reached to which the HoRA responded that this was not realistically an achievable target. The EDI explained how the figure was a result of a number of HHSRS Category One hazards and a small number of Thermal Comfort failures and when these had been resolved she expected that the figure would improve.

WH left the meeting.

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

3726 Q3 2024/25 Risk update including any new or emerging risks

The HoRA advised that a section on risk limit and Board appetite had been added to the report summary.

WH rejoined the meeting.

The HoRA explained that the report provided more detail on risk scores, direction of travel and impact analysis. He expected further improvements via the C1 Plan work.

AM agreed that the report was evolving but requested that an explanation on why risk scores had changed be provided. He noted that the debt refinancing risk was duplicated in the report.

RHG and RHA: Members noted the content of the Q3 2024/25 Risk update report.

HoRA

3727 Revised Customer Complaints Policy

The EDO explained the changes to the Policy including the removal of the early resolution stage and keeping to a two stage complaints process in line with the HO Complaint Handling Code.

CEAP asked that the two sentences in the deleted section on Equality and Diversity be added to the section 4 Equality, Diversity and Inclusion: Principles and that the process map be updated and reinstated.

EDO

It was noted that the Policy was dated May 2025 for the next review as it would be presented to the Board, along with the self-assessment against the HO Complaint Handling Code.

LCN queried the section on Unacceptable Behaviour and asked for clarity on what was meant by aggressive behaviour. The EDO advised that a group of colleagues reviewed all claims of aggressive behaviour. The GCE asked that the EDO provide LCN with a walk through of the Unacceptable Behaviour Policy. The SGO added that all approved Policies were available to Members to view in the Reading Room on the Diligent meeting software.

EDO

In response to a question from CM, the HoG confirmed that all customer facing policies were reviewed by customers as part of the review process.

RHG: It was **RESOLVED** that the revised Customer Complaints Policy be approved, subject to the amendments requested.

3728 Broomhall Way, Worcester

The EDI explained the report.

There was a discussion held on the proposed scheme.

3729 Harrow Lane, Himbleton

The EDI summarised the report.

There was a discussion held on the proposed scheme.

3730 Revised Funders' Authorised Signatories

RHA: It was **RESOLVED** that the Board Resolution as detailed in appendix 1 of the report be approved.

3731 Remuneration for Member Responsible for Complaints (MRC)

The Chair advised that CEAP was excluded from this vote due to her direct interest.

MH explained the discussion held at the Remuneration Committee on this item. The HoG noted that Rooftop was taking the lead on this and would expect other housing associations to follow this example.

RHG: It was **RESOLVED** that an allowance of £1,224.00 per annum for the designated Member Responsible for Complaints with effect from 1 January 2025 be approved.

3732 Joint meeting of the Boards Forward Plan

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

3733 Any Other Business

There being no other business the meeting closed at 1.05 pm.