

**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 19 March 2025  
at 70 High Street, Evesham and electronically**

<b>Members present:</b>	Sally Higham (Chair) Myron Hrycyk (Vice Chair and Senior Independent Director) (MH) Claire-Elaine Arthurs Payne (CEAP) Lenna Cumberbatch-Nichols (LCN) Daisy Halford (DEH) Wayne Harris (WH) Alykhan Meghani (AM) Richard Newton (RN)	Boris Worrall Mark McEgan Sam Morgan Rebecca Pitt Caroline Allen Andrew Ledger	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)
		Ruth Organ	Senior Governance Officer (SGO) (minutes)

		<b>Action</b>
<b>3734</b>	<b>Apologies for absence</b>  There were apologies for absence received from Ciara McMillan (CM).	
<b>3735</b>	<b>Declarations of interest</b>  There were declarations made by the Executive Team, HoRA and SGO in regard to minute number 3752, the GCE and EDR in regard to minute number 3755 and the HoRA and SGO in regard to minute number 3756. Where members served on other bodies, their declaration of interest was taken as read.	
<b>3736</b>	<b>Any Other Business items</b>  There were no Any Other Business items raised.  The Chair stated that this was the last board meeting for the HoG ahead of her retirement at the end of April.	
<b>3737</b>	<b>Draft minutes of the joint meeting of the Boards of RHG and RHA held on 29 January 2025</b>  <b>RHG and RHA:</b> It was <b>RESOLVED</b> that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 29 January 2025 be approved.	
<b>3738</b>	<b>Draft Confidential summary notes from the Budget and Financial Business Plan briefing held on 5 March 2025</b>  This item was minuted separately.	
<b>3739</b>	<b>Outstanding Actions List</b>  <b>RHG and RHA:</b> Members noted the progress on the Outstanding Actions List.	

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**CHAIR**

**3740 Draft minutes of the additional Remuneration Committee meeting held on 5 March 2025**

This item was minuted separately.

**Recommendation** - see confidential minute number 3755 for Board approval.

**3741 Group Chief Executive, Performance and Executive Team overview reports**

The GCE reported that Rooftop was generally in a good position with repairs performance improving and most other Key Performance Indicators (KPIs) positive, the C1 Plan presented at this meeting was robust and that the Finance team headed by the EDR had provided Members with a compliant and stable Budget for approval.

**3741.1 Performance**

There was a discussion on the slow progress being made on the KPI on Core customer data and the reasons for this. The EDO advised that a data plan was being created to achieve this. CEAP asked for assurance at the next meeting that this was in place. MH suggested that a focus team be created to monitor the data plan. LCN added that whatever data was being collected should be used appropriately.

EDO

It was noted that the Average call waiting time performance was now improving but there was a lag showing this in the KPI data presented.

WH queried whether the outstanding repair jobs would be completed by the end of 2025/26 or before, if possible. The EDO advised that with the extra operatives provided at Platform Property Care (PPC) it was hoped that the target could be achieved earlier than year end.

AM noted the 95% performance against the Customer satisfaction with repairs satisfaction and asked what the key factors were that were driving this performance. The GCE commented on the generally improved performance by PPC and Rooftop and that it was tracking at around 87% for the year to date.

**3741.2 Operations overview**

The EDO noted the improved repairs figures, that two determinations from the Housing Ombudsman had been closed down and that income collection was strong for the year. He added that a consultant had been selected to undertake the Value for Money review for the repairs service.

There was a discussion on the need to link the work of the Money Advice team with arrears performance which was minuted separately.

The new community charge for Extra Care scheme based customers was discussed and how it related to new customers only. AM queried whether an impact assessment had been undertaken. The EDO explained that a communications plan was in place and the impact assessment would be viewed against future voids at these schemes. The EDR confirmed that this had not been factored into the Budget. The GCE added that Rooftop had agreed to implement this proposal on the basis that a six month review would be undertaken on the impact of this charge on voids performance.

EDO

### 3741.3 Investment overview

The EDI reported that Rooftop had been granted a provisional award of £9 million from the Social Housing Decarbonisation Fund Wave 3 (SHDF3) and that the Department for Energy Security & Net Zero (DESNZ) had asked for the updated data in regard to the number of homes that would be in receipt of this funded improvement work. She added that development sites currently being worked up were being reviewed owing to the reduction of the development programme.

She advised that there had been a compliance audit undertaken by Homes England on the Siskin Drive/Rosamund Close scheme which had been confirmed as 'green' with no breaches or recommendations. The SGO added that the report was now available in the Board information reports reading room on Diligent for Members to view.

CEAP said that she found it difficult to easily assess progress against investment targets. She also asked how stakeholder relationships were being managed with the reduction in the development programme. The EDI confirmed that there were regular discussions with stakeholders who were understanding of the current situation and that they were still happy to work with Rooftop on new build property opportunities. She also commented that a revised performance dashboard was being created that would be provided at future board meetings to give Members further clarity and assurance on the investment and development programmes.

The EDI gave an update on the St Oswald's Park development scheme and the discussions being held with another Registered Provider (RP) in regard to it.

EDI

### 3741.4 Resources overview

The EDR noted that as the key items in her report were included on this meeting's agenda she had no further comment to make.

The Chair commented on the increased focus being provided in board reports in general and how they had reduced in size accordingly.

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

### 3742 Target Operating Model Phase Two

EDR reported that MH was joining the Project Board and had asked for a diagram to be inserted into its Terms of Reference.

There was a discussion on how Members would be provided with feedback on the performance of the Project Board and added that the programme chart set out the workstreams and how success would be measured. The EDR noted that feedback would be provided via MH at board meetings and that how success criteria would be discussed by the Project Board. She suggested that this could also be included through a future colleague survey.

CEAP noted the use of the term Engaged Customer and how this potentially discriminated against those customers who did not engage. The EDR advised that feedback was gained through tenancy audits which were being undertaken with those customers that had not engaged with Rooftop for some time. CEAP suggested that the priority should be obtaining feedback from customers first and then colleagues. LCN suggested using the term Involved Customer instead.

AM suggested that Customer Engagement was linked with the Annual Plan as an outcome and that a risk walk through should be provided to the Audit and Risk Committee in six months.

EDO

He also queried how confident the EDR was that the right data culture was being created in Rooftop. She explained how job descriptions were being updated to include this and the right colleagues were being selected as Data Champions and would be provided with the relevant training to undertake this role.

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

3743

**C1 Plan**

The Chair commented that it was good to see the progress being made in the Plan.

The EDO reported on the recent meeting with the Regulator of Social Housing (RSH) and that we needed to be clear what we were trying to achieve and being clear on how we would know we had achieved our aims. The EDO also stated how the individual Plans would be assigned against the designated Board Member, that the C1 Scorecard was based on the Tenant Satisfaction Measures (TSMs) and transactional surveys, and that the C1 Plan would now be sent to the RSH and customers for comment.

LCN noted that the Plan was comprehensive but asked for clarification on how it would be measured in terms of success criteria when completed.

CEAP suggested that an assurance map was created and reported regularly to the Audit and Risk Committee. RN suggested that there should not be duplication of reports for the Audit and Risk Committee and that the Board should only see a summary. The HoG explained that the RSH had specifically expressed an expectation that the Board should be in charge of this Plan. The GCE stated that the C1 Scorecard would provide the assurance requested, along with the four individual Plans and the self-assessment against the Consumer Standards that was being presented at the next board meeting. LCN commented that this was not made clear in the Plan. The GCE agreed and stated that in response, it would be added to the Plan that success would be evidenced by the self-assessment in 2025/26, as well as the C1 Scorecard metrics.

EDO

AM commented that he felt the Plan was comprehensive and clear. DEH commented that she had been consulted on the Plan and had obtained feedback from other customers on it to identify any gaps.

In response to a query from AM on the Damp, Mould and Condensation (DMC) actions deadline of 30 September ahead of the introduction of Awaab’s Law, the EDO confirmed that these were already in progress so that the deadline was achieved.

There was further concern raised on the statement in the report that the KPI Scorecard would be reviewed halfway through the year and targets possibly adjusted as benchmarking data became available. The GCE explained that the targets had been proposed based on analysis of Rooftop performance, forecasts and the latest available benchmarking data, which had inherent limitations as benchmarking was historic not current data. He suggested in response to this concern that the targets within the Scorecard could instead remain unchanged throughout the year, and if later benchmarking did raise a significant concern, this could be brought to the Board.

The EDO summarised that the Board would have complete oversight of the Plan and he would work with the HoRA on providing the right level of assurance to the Audit and Risk Committee.

**RHG:** It was **RESOLVED** that the C1 Plan was approved, with the addition of the Self-Assessment included as part of the success criteria and the 2025/26 targets set as stated without automatic review.

**3744 Annual Plan 2025/26 and Corporate Plan 2025-28**

This item was minuted separately.

**3745 Group Budget 2025/26 (Confidential)**

This item was minuted separately.

**3746 RHG Financial Business Plan 2025 – Principles and Stress Testing (Confidential)**

This item was minuted separately.

The HoG left the meeting.

**3747 Customer Voice**

The EDO reported that customer satisfaction was dropping across the sector and not just with Rooftop, the blended approach being taken and how there were 84 Engaged Customers signed up.

The HoG rejoined the meeting.

DEH noted that she been consulted with in regard to the recent rent increase letter sent to customers and the Customer Scrutiny Panel Terms of Reference.

In response to a query from RN on how positive and negative feedback was used, the EDO advised how this would be reported through the operational teams and changes to processes made where required.

CEAP asked for data on what was driving Stage 1 cases becoming Stage 2 cases. The EDO advised that this was what the C1 Plan was aiming to provide.

There was a discussion on whether customers should be allowed to organise their own minor repairs if there was a delay in PPC completing the repairs. However, it was stated that this was a health and safety issue with other complexities and the relevant certification would need to be provided which would not necessarily be available or easy to implement.

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

**3748 Compliance, Health and Safety report to 31 January 2025**

The HoRA summarised the current trends on the Health and Safety compliance and how it was now being reported at 84% for February.

There was a discussion on what number of Fire Risk Assessment (FRA) actions overdue would trigger it as a 'red' indicator. The HoRA commented that 50 outstanding actions for unsatisfactory Electrical Installation Condition Reports (EICRs) had been adopted as a tolerated risk within this report and this could be considered for overdue FRA actions. However, CEAP responded that it was not necessarily a number but whether Rooftop had control of it and that the works were in progress that would provide assurance. The HoRA confirmed that given the Board risk appetite for non-compliance was 'Averse' anything over zero should be considered to be a 'red' indicator. The EDR commented that the TSM definition could be useful in reviewing reporting as it identified the numbers of homes the non-compliance related to, rather than just the number of outstanding actions and would report back to the Board via the Audit and Risk Committee.

**EDR/  
HoRA**

The EDI confirmed to AM that work was ongoing on the smoke detector compliance and that this would be completed by the end of Quarter 2.

In response to a query from RN on the number of DMC Category two cases, the EDI stated that additional administrative resources were being put into place to review all cases to determine what works were still outstanding.

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

**3749 Risk review**

The HoRA explained how the report was based on the Audit and Risk Committee and Board discussions held in January and that the Board was now provided with a specific set of only Strategic risks.

AM suggested that the likelihood risk score for the Financial Viability Downgrade risk should be increased from 'very low' to 'low' in view of the nine parameters not met in the Group Budget 2025/26, which the HoRA and EDR agreed to. It was added that any changes being made to the relevant Key Indicators should wait until the FBP was updated in May.

**HoRA**

The GCE commented that further information on the DMC Category two cases would be made available to the Audit and Risk Committee and the Board ahead of the 30 September deadline for Awaab's Law and that key metrics would be added for complaints reporting.

**RHG and RHA:** Members noted the content of the Risk review report.

**3750 Quarterly Financial Monitoring**

The EDR reported that the current forecast was for a budget shortfall of £3.8 million. The interest covenant risk was forecast at 175%.

**RHG and RHA:** Members noted the content of the Quarterly Financial Monitoring reports.

**3751 Weston Super Mare Keyworker Accommodation: Options appraisal**

The EDI summarised the report.

There was a discussion held options available for this accommodation and a decision was taken.

**3752 Salary Sacrifice/Salary Exchange – Pensions Scheme**

The EDR summarised the report and how this scheme was not open to all colleagues under the strict rules provided by HM Revenue and Customs.

WH noted whether as a bigger incentive to colleagues Rooftop offered to increase its contribution as the example given in the report only offered a £52 saving, and that the full saving was provided to colleagues. The EDR commented that this had not been considered but could be in the future. She added that consultants would be providing webinars to colleagues to encourage uptake of this scheme.

MH advised that the Remuneration Committee was supportive of this scheme as it offered some colleagues more income but that this level of detail had not been provided at its meeting in January.

LCN queried the 17 colleagues that were affected and that these should be monitored. The EDR confirmed that a review of each individual affected was being undertaken.

**RHG:** It was **RESOLVED** that the introduction of a Salary Sacrifice Pension Scheme be approved.

**3753 Revised Fire Safety Policy**

The EDI reported that this was the annual review of the Policy and that there had been no substantial changes required to it for this year.

In response to a query from LCN on the data collection of Personal Emergency Evacuation Plans (PEEPs), the EDI explained that these were in relation to customers living in properties with 24 hour care provision and that they were reviewed when there was a change in their circumstances. However, how vulnerability data was updated on the system was still to be reviewed.

**RHG:** It was **RESOLVED** that the revised Fire Safety Policy be approved.

**3754 ICT Strategy extension**

**RHG:** It was **RESOLVED** that the extension of the current ICT Strategy until September 2025 be approved.

The EDO, EDR, EDI, HoRA and SGO left the meeting.

**3755 Changes to Group Chief Executive (GCE) and Executive Director – Resources roles and responsibilities (Confidential)**

This item was minuted separately.

**3756 Appointment to Office: Company and Deputy Company Secretary**

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

- i. Andrew Ledger as Company Secretary for the Group with effect from 1 May 2025.
- ii. Ruth Organ as Deputy Company Secretary for the Group with effect from 1 May 2025.

The EDO, EDR, EDI, HoRA and SGO rejoined the meeting.

**3757 Revised Funders' Authorised Signatories**

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

**3758 Annual review of the Matters Reserved for the Board and Scheme of Delegations**

The HoG summarised the minor changes that had been made to the two documents.

**RHG:** It was **RESOLVED** that the updated Matters Reserved for Board and Scheme of Delegations be approved.

**3759 Customer Scrutiny Panel (CSP) terms of reference annual review**

There was a discussion on the Terms of Reference by RN and LCN. This included sickness absence and leave was not considered when Panel Members missed meetings at section 6.8 and how this would have a negative impact on those customers with a disability who wanted to join the Panel; what recruitment training was provided to the Chair, Vice Chair and Customer Engagement Manager to undertake their role at section 7.3; how the Panel's recommendations in the scrutiny reviews were filtered to provide the Audit and Risk Committee with achievable recommendations that were then monitored by the Committee; how sections 4.1 and 5.4 should state 'up to' three topics a year; at section 7.6 that it should read the ability to influence rather than improve Rooftop services to its customers, at section 10 the second bullet point should refer any characteristics that Rooftop was legally accountable to not just the protected characteristics and under section 14.1 how the diversity of the Panel was audited.

The HoG confirmed that she would make the amendments as requested and that the EDO would confirm the recruitment training provided and the diversity auditing of the Panel.

**RHG:** It was **RESOLVED** that the revised terms of reference for the Customer Scrutiny Panel be approved, subject to the amendments requested.

**3760 Revised Probity Policy**

LCN commented on the earlier discussion on the use of Engaged Customers which featured in this document.

**RHG:** It was **RESOLVED** that the revised Probity Policy be approved.

**HoG  
EDO**

**3761 Revised Board and Independent Member Appointment Policy**

The HoG stated that the key change to the Policy was the reference to the Independent Member.

LCN noted the use of Chairman at section 10.3 and that this needed to be amended.

**RHG:** It was **RESOLVED** that the revised Board and Independent Member Appointment Policy be approved, subject to the minor amendment.

HoG

**3762 Revised Board and Independent Committee Member Code of Conduct**

The HoG reported that reference to the Independent Committee Member had been added to the document.

She advised that if approved the electronic signatures of the Board Members and Independent Committee Member would be added to their copies of the revised Code of Conduct. Members agreed to the use of their electronic signatures. The Independent Committee Member would be contacted for their approval.

**RHG:** It was **RESOLVED** that the revised Code of Conduct for Board and Independent Committee Members be approved and adopted.

**3763 Board and Independent Member Appraisals process 2025**

The HoG stated that the process now included the Independent Committee Member, who would be appraised by the Chair of Audit and Risk Committee.

RN queried why the external review of the Board was three years which the HoG explained was a requirement of the National Housing Federation Code of Governance adopted by Rooftop. It was noted that the findings of the last external review had been requested by the RSH at the beginning of the Inspection process.

**RHG:** It was **RESOLVED** that the process for Board and Independent Member appraisals (to be implemented from May 2025) be approved.

**3764 Annual Report of Board and Independent Members' Declarations of Interest**

The HoG commented that this was the annual report that had been written by the SGO.

**RHG:** Members noted the content of the Annual Report of Board and Independent Members' Declarations of Interest.

**3765 Joint meeting of the Boards Forward Plan**

The HoG advised that the SGO had written this report.

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

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**CHAIR**

**3766 Any Other Business**

There was a presentation to the HoG as this was her last board meeting ahead of her retirement from Rooftop on 30 April. The Chair praised the organisation and preparedness of her and the Governance team. The GCE noted the work that she had undertaken during her tenure at Rooftop in improving the governance processes and how she was leaving the organisation with a more robust framework compared to when she joined. She had also provided sound independent advice and support during the two RSH inspections that had been carried out during this time resulting in a G1 rating. The HoG commented that she did not work in isolation and that she had an amazing team behind her that was supportive of one another.

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