

**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 21 May 2025
at 70 High Street, Evesham and electronically**

Members present:	Sally Higham (Chair)	Boris Worrall	Group Chief Executive (GCE)
	Claire-Elaine Arthurs Payne (CEAP)	Mark McEgan	Executive Director - Operations (EDO)
	Lenna Cumberbatch-Nichols (LCN)	Sam Morgan	Executive Director - Resources (EDR)
	(via Teams)	Rebecca Pitt	Executive Director - Investment (EDI)
	Daisy Halford (DEH)	Kayleigh	Head of Finance (HoF)
	Wayne Harris (WH)	Sterland-Smith	
	Ciara McMillan (CM)		
	Alykhan Meghani (AM)		
	Richard Newton (RN)		
		Keith Carter	Campbell Tickell (KC) (part)
		(via Teams)	
		Ruth Organ	Governance Manager (GM) (minutes)

		Action
3767	Apologies for absence There were apologies for absence received from Myron Hrycyk (MH) and Andrew Ledger (Head of Governance and Assurance). The HoF was welcomed to the meeting.	
3768	Declarations of interest There were no declarations made. Where members served on other bodies, their declaration of interest was taken as read.	
3769	Any Other Business items There were no Any Other Business items raised.	
3770	Draft minutes of the joint meeting of the Boards of RHG and RHA held on 19 March 2025 RHG and RHA: It was RESOLVED that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 19 March 2025 be approved. This included approval from MH by email.	
3771	Outstanding Actions list RHG and RHA: Members noted the progress on the Outstanding Actions list.	
3772	Draft minutes of the Walker Hospital Trust AGM held on 15 April 2025 The GM explained how RHA was the sole trustee of the Walker Hospital Trust and that it owned three properties close to the Rooftop Ferry View scheme. RHA: Members noted the contents of the draft minutes of the Walker Hospital Trust AGM held on 15 April 2025.	

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CHAIR

3773 Draft minutes of the Audit and Risk Committee meeting held on 9 April 2025

CEAP summarised the key points of the meeting which were that the Customer Scrutiny Panel (CSP) monitoring of actions had improved, the revised Accounting Policy was approved, the internal controls narrative and risk update were discussed with an additional risk workshop for the Committee being arranged, a pragmatic approach was being made in regard to the Rent Standard compliance with external consultant advice being sought, an update on the Ferry View incident with a vulnerability process risk walk through, an improvement in the number of internal audit recommendations completed with more realistic actions and deadlines being agreed and that the Committee had a good balance with succession planning in place.

The Chair commented on the importance of the Committee in reassessing the risks.

RHG: Members noted the content of the draft minutes of the meeting of the Audit and Risk Committee held on 9 April 2025.

Recommendation: Revised Risk and Assurance Policy and Framework - see minute number 3788 for board approval.

Recommendation: Annual review of the Committee's terms of reference and effectiveness 2025 - see minute number 3793 for board approval.

3773.1 Recommendation: Discharge of Audit and Risk Committee responsibilities Q4 2024/25

RHG: It was **RESOLVED** that the work of the Audit and Risk Committee during Q4 2024/25 in assessing the adequacy of internal controls be approved. This included approval from MH by email.

3774 Draft confidential minutes of the Nominations and Performance Committee, held on 30 April 2025, including the Group Chief Executive targets for 2025/26

This item was minuted separately.

Recommendation: Annual review of the Committee's terms of reference and effectiveness 2025 - see minute number 3793 for board approval.

Recommendation: Board recruitment 2025 – see minute number 3796 for board approval.

3775 Draft confidential minutes of the Remuneration Committee meeting held on 7 May 2025

This item was minuted separately.

Recommendation: Annual review of the Committee's terms of reference and effectiveness 2025 - see minute number 3793 for board approval.

3776 Group Chief Executive and Executive Team overview reports

The GCE noted the current increase in inflation as predicted in his report.

		Action
	<p>The Chair commented on how the Ferry View incident had been effectively reviewed and the necessary actions undertaken to prevent a similar incident happening, which was reflected in the Regulator of Social Housing (RSH) response.</p>	
	<p>AM asked for some information to be provided on the mix of housing associations with a V2 rating by the RSH, which the EDR would provide at the Board Strategy Day. She added that a statement would also be added into the Annual Reports and Financial Statements on this rating level.</p>	EDR
	<p>The planned vacant Independent Member role on the Audit and Risk Committee was noted and how there was a right mix of skills at the current time but if there was a gap this role would be recruited to.</p>	
3776.1	Operations overview	
	<p>The EDO commented on the status of the maladministration cases brought by the Housing Ombudsman (HO), the work to reduce the repairs Work In Progress and the work undertaken by the team following the Ferry View incident.</p>	
	<p>Customer contact was discussed with 1,100 tenancy audits planned for 2025/26 and a review of the process to be undertaken in the next two to three years. The EDO confirmed that the choice of customer to be contacted was risk based.</p>	
	<p>WH queried whether the HO would report a maladministration case if it was reviewing how complaints were currently being handled. The EDO stated that all complaints were being handled via the correct processes but there was a cultural aspect that still needed to be resolved which was part of the C1 Plan (Complaints).</p>	
	<p>DEH advised that she had met with the EDO and Head of Housing on the revised Customer Strategy and draft Customer Strategy Group terms of reference. The EDO noted the delay in the terms of reference being presented to the Board.</p>	
	<p>CM commented on the positive value of the use of digital options in the reduction of rent arrears. She asked for a trend analysis to be undertaken on the tenancy audits and tenancy interventions when a suitable amount of data was available.</p>	EDO
	<p>The GCE explained the current positive position in complaints handling but that it was not risk free. Risk assessments were being undertaken on those cases currently with the HO and a risk profile would be provided at the next board meeting. CEAP added that the risk had reduced with the improved quality and management of Stage 1 and Stage 2 cases with the escalation level now halved. As the Member Responsible for Complaints she was happy to report on the positive trajectory being made in performance in this area of the organisation.</p>	EDO
	<p>The EDO confirmed that the voids allocation for supporting housing properties had improved with discussion with the local councils.</p>	
	<p>WH asked that the voids bullet point '35 are split between major works, sustainability works, option appraisal and on hold' in the report be further clarified as to the exact split. The EDI confirmed that 13 of the 35 properties were due for disposal.</p>	

3776.2 Investment overview

The EDI reported that confirmation had been received from the Department for Energy Security and Net Zero (DESNZ) on the Warm Homes: Social Housing Fund Wave 3 (WH:SHFW3) bid.

The EDI noted the change in dashboard provided in the appendix to the report and that additional items would be provided in the next few meetings.

The EDI advised how any unused Homes England (HE) grant may be reallocated within the Matrix Partnership and not necessarily returned to HE.

There was a discussion on the future allocation of grant as it would only be provided to the West Midland Consortium, which Rooftop was not a member of. The GCE explained how funding had been accessed directly by Rooftop for the South West development schemes and via the decarbonisation funding. However, being a strategic partner also had its benefits. Further discussion on this area would be held at the June Board Strategy Day.

The EDI advised that the second offer received on the purchase of the properties on Bridge Street, Worcester was within the required level. She also reported on the number of schemes with no funding mechanism that could be sold to other Registered Providers.

AM praised the new dashboard in the report but queried how the 85% tolerance level would get tighter throughout the year. The EDI responded that the levels were linked with the relevant budgets.

DEH reported that she had visited the new properties at Crown Close, Bishop's Cleeve and was proud of the scheme. She also praised the new dashboard.

3776.3 Resources overview

The EDR noted the extract from the quarterly monitoring report and that there was a 170% covenant level expected for the end of the financial year. She also commented that the annual Internal Audit report provided by Beever and Struthers provided the Board with a reasonable level of assurance that there was an effective framework of governance, risk management and controls at Rooftop. This was the highest level of assurance that could be given and how this was an improvement on last years' position.

In response to a query on cyber insurance cover the EDR confirmed that £5 million was the highest level offered, which would cover any negotiation with the attacker and working with Rooftop to restore its systems. The EDR added that there would not be an issue in regard to rent loss as this was collected by PayPoint. The GCE suggested adding a slide to the Board Strategy Day presentation for this area.

The HoF advised AM that the Platform Property Care (PPC) balancing charge was £300k for the final quarter of 2024-25.

EDR

The EDR provided some information on current recruitment issues, which included an improvement in applicants but those offered interviews were cancelling. The GCE added that there were also higher salaries being offered for the same roles across the market.

CM noted the positive rolling out of tablets to colleagues and the increase usage in digital which would help with retention of colleagues in providing them with the right tools for their roles.

The EDR reported that in the recent colleague survey there had been an improvement in the percentage of colleagues that 'would recommend Rooftop as a great place to work' by 10%.

In response to a query from WH on whether Rooftop should apply for the Times 100 Best Companies she advised that Rooftop had undertaken this for four years and she was not convinced of the benefits of this and it was costly.

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

3777 C1 Plan update

The EDO advised that the Plan had been reported as 'comprehensive' by the RSH and the CSP, there were now 125 engaged customers including from underrepresented groups and the next steps involved Red Amber Green (RAG) rating the individual Plans and holding quarterly meetings with the Board sponsors on them.

The EDO confirmed that the target date for completion was March 2026 and once the Board was happy that it had been completed it would be submitted to the RSH. The Chair commented that Rooftop should be ambitious, not cautious in its approach.

CEAP noted that the Complaints Plan was ahead of what was expected at this time and should meet all targets ahead of the August deadline. However, it was important that there was the right level of assurance on what had been achieved.

The GCE commented on the need to focus on improvement in the Tenant Satisfaction Measures (TSMs) and customer satisfaction levels with the blended approach of digital and telephone surveys currently providing around a median performance level.

There was a discussion on the need to analyse the reasons behind the TSMs levels, using customer focus groups and potentially Artificial Intelligence (AI). CM suggested looking at the similar data from other partners. The EDR added that she had attended a Vantage benchmarking session which showed having a community presence from repairs, assets and housing teams was a selling point for some customers. Benchmarking data had been requested by the EDR in this area.

RHG: Members noted the content of the C1 Plan update report.

3778 Annual Plan and Corporate Plan outturn report 2024-25

The EDR commented that the RSH had been critical of the completion rate of targets last year. However, she was happy to report that more targets had been completed this year compared to last year. She added that the financial figures were still draft until the external audit had been completed.

She noted that the income collection figure was positive for 2024-25 but this was based on a 53 week year so the target for 2025-26 would be based on the 2023-24 performance.

The relet days target was discussed and how it was planned to exclude any unlet properties that were over 180 days to provide a true trend in performance. It was noted that there was still an issue with the level of void works being completed by PPC with processes being reviewed, especially for supported housing properties.

It was discussed that the 100% target for emergency repairs was a statutory obligation so this could not be reduced and should be treated the same as the Health and Safety targets.

It was commented that 20-25% of repairs were reported as emergency and WH stated that this should be between 15 and 17% in a well-run organisation.

It was stated how the Right First Time target would need to be reviewed in 12 months in regard to the repairs options review to be discussed later in the meeting.

AM asked that the 'Maintain Financial Viability and an average minimum Interest Cover' target be made clear in regard to the EBITDA implications, which the EDR agreed to update.

EDR

He also asked that the 'Ensure 75% colleagues recommend Rooftop as a great place to work' be increased back to 80% following the recent colleague results, which the EDR confirmed. The Chair added that Rooftop scored a Glassdoor rating of 4.1 out of five.

EDR

RHG RHA: Members noted the content of the Annual Plan and Corporate Plan outturn report 2024-25.

3779 RHG Financial Business Plan May 2025 (Confidential)

This item was minuted separately.

3780 Revised Value for Money Strategy

The HoF noted the key changes in the revised Strategy and how it would be reported annually in the Annual Report and Financial Statements.

There was a discussion on how social value could be reported against Value for Money (VFM) through the procurement quarterly reports.

It was requested that the Action 1 should include 'within the control of Rooftop on the PPC contract'.

HoF

For Action 2 CEAP asked that reference to the quality standard of the property after void works had been completed was included. The EDR confirmed that this would be linked to the number of repairs and complaints raised on the property within the first few months after it had been let.

RHG: It was **RESOLVED** that the revised Value for Money Strategy be approved, subject to the amendments requested. This included approval from MH by email.

3781 Repairs options review (Confidential)

KC joined the meeting via Teams.

This item was minuted separately.

KC left the meeting.

3782 Revised Equality, Diversity and Inclusion Strategy

The GCE provided an update on the previous Strategy and how the revised Strategy had been developed with assistance by the Inclusion Alliance, the Executive Team and LCN.

AM noted the Corporate Plan target to 'Ensure 75% of colleagues recommend Rooftop as a great place to work' and how this should be updated to reflect the recent colleague survey result. The GCE agreed to update this.

RHG: It was **RESOLVED** that the revised Equality, Diversity and Inclusion Strategy be approved, subject to the minor amendment requested. This included approval from MH by email.

3783 Health and Safety annual review and revised Health and Safety Policy

The EDI gave an update on the recruitment of a Compliance Manager and the potential requirement for an agency or interim candidate to take on the post whilst this continued.

Both the EDR and AM left the meeting briefly.

The EDI reported on achieving the ISO 45001 Occupational Health and Safety Management Systems accreditation which highlighted the good work of the team in this area.

There was a discussion in the delay in the recruitment of the Compliance Manager, how the post had initially been advertised to include Health and Safety and that there had been no suitable applicants so the post had been reviewed and updated. The EDR confirmed that the salary had been independently assessed but there were fewer applicants for this type of role. The EDI added that the work of the role was being covered by a colleague but they were due to move into the Property Data Officer role so this was beginning to have an impact within the team.

WH advised that he had some minor queries on the report that he would email the EDI directly.

The EDI commented that there had been only minor changes made to the Health and Safety Policy this year.

GCE

		Action
	<p>LCN praised the improvements being made in the Equality Impact Assessments (EIAs). She suggested that Rooftop should be more proactive in considering deaf colleagues and include the reference 'using alternative methods where necessary' in the relevant paragraphs.</p> <p>DEH raised the comments in the EIA against mobility issues in older persons and that she had mobility issues but was not an older person. The GCE agreed to review this language with those colleagues writing the EIAs so that a consistent approach was taken.</p> <p>GCE thanked LCN for her comments on the EIAs and explained how colleagues in the Inclusion Alliance were reviewing them at inception and that the quality of them had been improving by authors.</p> <p>RHG: Members noted the content of the Health and Safety annual review.</p> <p>RHG: It was RESOLVED that the revised Health and Safety Policy be approved, subject to the minor amendment. This included approval from MH by email.</p>	<p>EDI</p> <p>GCE</p>
3784	<p>Customer Voice inc Tenant Satisfaction Measures return for 2024/25</p> <p>The EDO commented on the work of the Customer Engagement team in involving customers.</p> <p>DEH queried how the negative feedback received was followed up which the EDO explained the process.</p> <p>RHG and RHA: Members noted the content of the Customer Voice inc Tenant Satisfaction Measures return for 2024/25 report.</p>	
3785	<p>Complaints annual review</p> <p>The EDO commented on the combined review of the Customer Complaints Policy, annual report and annual self-assessment against the Housing Ombudsman Complaints Handling Code (HOCHC).</p> <p>DEH queried whether reference should be made in the Policy to Together with Tenants in the association documents. The EDO advised that the Policy was in line with the HOCHC and that this added reference was not necessarily relevant to this document.</p> <p>In response to a query from LCN at section 9.6 on non-customers the EDO explained that this was related to designated advocates acting on behalf of customers only.</p> <p>RN noted the wording at section 7.9 in regard to the authority and autonomy of colleagues to resolve complaints quickly. The EDO replied that the importance was to resolve the complaint as earlier as possible and that it linked with the Compensation Policy as to how much a colleague should offer in regard to compensation levels.</p>	

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

- i. the revised Customer Complaints Policy
- ii. the annual Complaints Performance and Service Improvement report including the Board statement
- iii. the annual self-assessment against the Housing Ombudsman's Complaint Handling Code.

This included approval from MH by email.

3786 Compliance, Health and Safety report to 31 March 2025

The EDR provided an update on the fire doors overdue works which was expected to be completed by the end of June and that the hazards table was based on figures as at 7 May and would be aligned to the correct reporting date in future reports.

In response to a query from WH on the number of uncategorised Damp, Mould and Condensation (DMC) cases the EDI advised that this was an exercise that was expected to be completed by the end of May.

RN commented on the timing of the analysis of the future works programme and whether this would be completed by September. The EDI explained that there was an exercise currently being undertaken and an update would be provided at the next board meeting.

RN also asked about the delay to the Electrical Installation Condition Report (EICR) check at 17 Willow Close which the EDI advised was being monitored regularly as to when access would be granted to complete the works required to achieve a satisfactory result.

In response to a query from RN in regard to the asbestos information for pre-2000 properties the EDI advised that this was a priority when the resource issue within the team had been resolved.

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

3787 Q4 2024/25 Risk update including any new or emerging risks

The EDR commented that there were three risks in the top risk level and how two new risks would be added in regard to the repairs options review discussion. Risk 218 'Cost Sharing Vehicle (PPC) Financial Control' would also need to be reviewed and updated accordingly.

RHG and RHA: Members noted the content of the Q4 2024/25 Risk update report.

3788 Revised Risk and Assurance Policy and Framework

The Chair read out a comment received from MH on updating the Data Principles paragraph at Section 7.1 of the Policy to include that we adhered to General Data Protection Regulations (GDPR). The EDR advised that this was a standard paragraph within all policies and would review whether this needed to be updated.

HoGA

EDR

CEAP advised that the Audit and Risk Committee had recommended this Policy and Framework to the Board on the basis that it would be updated following the Risk workshop being held at the Board Strategy Day in October.

RHG: It was **RESOLVED** that the revised Risk and Assurance Policy and Framework 2025 be approved. This included approval from MH by email.

3789 Revised Disposals and Change of Use Policy

The EDI reported that the expiration of the clawback agreement had resulted in an amendment to circumstances where Rooftop would consider the sale of a property to the current customer, which had been updated in this Policy.

RHG: It was **RESOLVED** that the revised Disposals and Change of Use Policy be approved. This included approval from MH by email.

3790 Annual Plan 2025-26 and Corporate Plan 2025-28

The EDR noted the changes made since the Board approved the documents in March and a further amendment to the percentage of the Corporate Plan 2025-28 target 'Ensure 75% colleagues recommend Rooftop as a great place to work' back to 80%.

RHG: It was **RESOLVED** that the updated Annual Plan 2025-26 and Corporate Plan 2025-2028 be approved, subject to the amendments noted. This included approval from MH by email.

3791 Main Street, Dumbleton

WH noted the decision made by the Boards but that it be minuted that this development scheme was no longer proceeding.

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

3792 The Hawthorns, Pinvin

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

3793 Annual review of the Committees' terms of reference and effectiveness 2025

The GM noted the involvement by all Members in this report and that there were only minor changes made to the Committees' terms of reference.

The Chair noted a comment from MH on the Remuneration Committee review of effectiveness which the GM advised was answered in the cover report.

RHG: It was **RESOLVED** to approve the proposed amendments to the following terms of reference and notes the review of effectiveness for the:

- i. Audit and Risk Committee
- ii. Nominations and Performance Committee
- iii. Remuneration Committee.

This included approval from MH by email.

3794 Regulator of Social Housing (RSH) framework: self-assessment 2024-2025

The EDO reported that the Consumer Standards self-assessment process had been more in depth this year and would be reported to the RSH in July. The EDR added that the Economic Standards self-assessment followed the same process as previous years.

RHG and RHA: It was **RESOLVED** that the evidence was considered and compliance with the Regulatory Standards for a statement to be included in the 2024-25 annual accounts be confirmed. This included approval from MH by email.

3795 NHF Code of Governance (2020) annual compliance for 2024-2025

The GM noted that she had completed the self-assessment against the NHF Code of Governance (2020) with the former Head of Governance in April.

RHG and RHA: It was **RESOLVED** that:

- i. the completed 2024-2025 self-assessment of the Group's compliance with the NHF Code of Governance (2020) be approved; and
- ii. agreement was given to publish a statement declaring full compliance in the annual financial statements for 2024-2025.

This included approval from MH by email.

3796 Board recruitment 2025

The GM summarised the report.

CEAP agreed that Andrew Palmer (AP) would be a good addition to the Board but that the Independent Member of the Audit and Risk Committee should provide a view of Rooftop from a different perspective. She added that his involvement in Rooftop had been beyond the role of Independent Member.

AM suggested that recruitment of an Independent Member with repairs skills would assist the Committee through the repairs review. The GM agreed that this could be reviewed as part of the next recruitment programme due in the autumn.

CEAP asked that the recommendation be amended at point i as AP was not replacing MH like for like on the Board and the Chair asked for an amendment at point ii for a recruitment review for the Independent Member vacancy in the autumn.

RHG: It was **RESOLVED** to approve the recommendation from the Nominations and Performance Committee that:

- i. Andrew Palmer be recruited as a full Board Member of Rooftop Housing Group from 24 September 2025;
- ii. recruitment for an Independent Member of the Audit and Risk Committee was not required at this time but would be reviewed in October 2025 as part of the next Board recruitment programme.

This included approval from MH by email.

- 3797 Joint meeting of the Boards Forward Plan**
RHG and RHA: Members noted the content of the Joint meeting of the Boards Forward Plan report.
- 3798 Any Other Business**
The GCE reminded Members that the discussion on the repairs item was confidential.
There being no other business the meeting closed at 12.50 pm.