

**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 16 July 2025
at 70 High Street, Evesham and electronically**

Members present:	Sally Higham (Chair)	Boris Worrall	Group Chief Executive (GCE) (via Teams)
	Claire-Elaine Arthurs Payne (CEAP)	Mark McEgan	Executive Director - Operations (EDO) (part)
	Lenna Cumberbatch-Nichols (LCN) (via Teams)	Sam Morgan	Executive Director - Resources (EDR) (part)
	Wayne Harris (WH)	Rebecca Pitt	Executive Director - Investment (EDI) (part)
	Ciara McMillan (CM)	Andrew Ledger	Head of Governance and Assurance (HoGA) (part)
	Alykhan Meghani (AM)		
	Richard Newton (RN)		
Observer:		Kayleigh Sterland-Smith	Head of Finance (HoF) (part)
Andrew Palmer (AP)		Joe Atkinson (via Teams)	Savills (JA) (part)
		Alexander Morgan (via Teams)	Savills (AMo) (part)
		Ruth Organ	Governance Manager (GM) (minutes)

3799 Apologies for absence

There were apologies for absence received from Myron Hrycyk (MH) and Daisy Halford (DEH). LCN and the GCE were joining the meeting via Teams and the GCE was expecting to leave the meeting at 12 noon.

AP was welcomed to the meeting as an observer ahead of his appointment to the Boards of RHG and RHA.

3800 Declarations of interest

There were declarations made by the EDR for agenda item 4.5.1, the Members of the Remuneration and Nominations and Performance Committees for agenda item 8.1, all Members plus AP for agenda items 8.2 and 8.3 and LCN and WH for agenda item 8.4. Where members served on other bodies, their declaration of interest was taken as read.

3801 Any Other Business items

There was one item to be raised by the GM.

Action

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CHAIR

- 3802 Draft minutes of the joint meeting of the Boards of RHG and RHA held on 21 May 2025**
- LCN asked for the removal of her comment at paragraph four of minute number 3778.
- RHG and RHA:** It was **RESOLVED** that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 21 May 2025 be approved, subject to the amendment requested. This included approval from MH by email.
- 3803 Draft summary notes of the Board Strategy Day held on 5 June 2025**
- Both RN and MH commented on the procurement of the new IT system. RN noted that the priority was to complete the Repairs and Maintenance procurement project. The EDR added that there may be IT implications as part of this project which would delay any start to the procurement of a new IT system and that a Project Plan would be provided to the Board in due course.
- RHG and RHA:** It was **RESOLVED** that the draft summary notes of the Board Strategy Day held on 5 June 2025 be approved. This included approval from MH by email.
- 3804 Outstanding Actions list**
- RHG and RHA:** Members noted the progress on the Outstanding Actions list.
- 3805 Draft confidential minutes of the joint meeting of the Remuneration and Nominations and Performance Committees held on 5 June 2025**
- This item was minuted separately.
- Recommendation: Proposed changes to the Remuneration and Nominations and Performance Committees** - see minute number 3825 for board approval.
- The EDO, EDI, EDR and HoGA left the meeting.
- 3806 Draft highly confidential minutes of the additional Remuneration Committee meeting held on 5 June 2025**
- This item was minuted separately.
- 3806.1 Recommendation:** This was minuted separately.
- The EDO, EDI, EDR and HoGA rejoined the meeting.
- 3807 Draft confidential minutes of the Nominations and Performance Committee meeting held on 24 June 2025**
- This was minuted separately.
- Recommendation: Board Succession Plan 2025 – 2030** - see minute number 3826 for board approval.
- Recommendation: Proposed appointments to Office** - see minute number 3827 for board approval.
- Recommendation: Members for re-election September 2025** - see minute number 3838 for board approval.

3808 Draft minutes of the Audit and Risk Committee meeting held on 2 July 2025

CEAP summarised the discussions held in the meeting including the reports presented by the Customer Scrutiny Panel (CSP), the recommendation of the Annual Reports and Financial Statements to the Boards, the Internal Audit reports on the Gas Safety review and Stock Condition Data (incl. Stock Appraisal Model) advisory review with a planned risk walk through on Stock Condition Data later in the year, the Internal Audit review scopes, Rent Standard compliance and how this related to a limited number of historical rent issues with legal advice being sought, progress on the Damp, Mould and Condensation (DMC) Project Plan, a Risk update with a workshop being held following this board meeting, the scrutiny of the C1 Plan with monitoring of it to be passed onto the Customer Strategy Group, assurance on Complaints and the new Assurance Framework and the annual Data Protection compliance and Safeguarding reports.

The Chair commented that the Committee had provided a considerable level of assurance at this meeting, which was appreciated.

RHG: Members noted the content of the draft minutes of the meeting of the Audit and Risk Committee held on 2 July 2025.

Recommendation: Annual Reports and Financial Statements for the year ended 31 March 2025 - see minute number 3812 for board approval.

3808.1 Recommendation: Discharge of Audit and Risk Committee responsibilities Q1 2025/26

RHG: It was **RESOLVED** that the work of the Audit and Risk Committee during Q1 2025/26 in assessing the adequacy of internal controls be approved. This included approval from MH by email.

3809 Group Chief Executive, Performance and Executive Team overview reports

AM commented on the rent convergence proposals, what this would mean for Rooftop and asked that Rooftop fed into this consultation. He also noted the positive Comprehensive Spending Review (CSR) and the possibilities with the National Housing Bank that could unlock difficult development sites. The GCE agreed that Rooftop should provide a response to the consultation and that the CSR was good for the social housing sector in general. He advised that he would speak with the EDR as to the National Housing Bank option. The EDR explained that work was being undertaken on the rent convergence proposals as to what this would mean for Rooftop financially.

3809.1 Performance

The red Key Performance Indicators (KPIs) for 'Relet days (excluding homes over 180 days)' and 'Void loss as a percentage of rent debit' were noted and what was being undertaken to improve these results within the Operations teams.

The EDO reported that the performance of the 'Non-emergency repairs completed within 28 days' KPI was improving.

GCE/
EDR

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CHAIR

	There was a discussion on the performance of Platform Property Care (PPC) in regard to the end of contract notice served to it and that this would be closely monitored by the EDO, with assistance provided by Campbell Tickell. The EDO advised that additional contractors were being procured to support undertaking the outstanding voids works.	Action
	WH queried the figure for 'Emergency repairs completed within 24 hours' KPI which the EDO agreed to review as it may be just a timing issue on the logging of the completed works.	EDO
	The EDR explained the reasons behind the 'Colleague Turnover' KPI figure and there were no concerns. She added that the Board would be provided with the results of the latest colleague survey at the next meeting which provided a positive trajectory.	
	Both WH and AM queried the tolerances for 'red' and 'amber' in the KPI table and how they should be tailored to the nature of performance, especially with the 'Homes that meet Decent Homes Standard' and 'Homes with a Gas Safety check' KPIs, which the EDR agreed to review and report back in the autumn.	EDR
	There was a discussion on how the Board could see 'live red KPI data' and the current process of reporting through to the Executive Team to understand trends before reporting to the Audit and Risk Committee and then the Board. AP suggested that an update could be provided at the board meeting with the latest figures after they had been reviewed by the Executive Team. The GCE noted that he had added KPI figures up to the end of June where available within his overview report.	
	There were requests for additional commentary to be provided on the red KPIs and two months figures to show the trends. The EDR advised that these could be provided for the Quarterly monitoring pack being published next month.	EDR
	It was noted how this report linked to the Compliance, Health and Safety report and the need to reduce the replication of information for Members.	
	AM suggested providing bullet points to capture the key issues in the commentary.	
	AP asked for a forecast which the EDR advised would be provided in the Quarterly monitoring pack from Q2.	
	The Chair commented on the good discussion and how the performance reporting was evolving. AM added that there were sector similarities on the time elapsed around reporting and that there needed to be a balance on making changes whilst Officers were busy on other projects.	
3809.2	Operations overview The EDO explained that all complaints were being targeted but focus was on resolving any that might become a Housing Ombudsman (HO) case and the work to improve voids performance with two contractors due to be brought in to support with the outstanding voids works from PPC. AM left the meeting.	

WH asked what options were being investigated to retain customers in order to reduce the flow of 'optional voids'. The EDO advised that the reasons were not clear and this would be reviewed, along with the current waiting list times for housing.

AM rejoined the meeting.

CEAP suggested that due to the length of time for the HO to undertake its' case reviews Rooftop should be more proactive with these cases and they should be resolved as soon as possible and an update provided to the HO, which might reduce the severity of the HO decision in each case.

The EDO commented that analysis of the data collected in tenancy audits was being undertaken as to how it could improve services and this would be reported to the November board meeting.

The reasons for customers leaving was discussed and that these included moving between Rooftop properties, death of a customer and eviction.

3809.3 Investment overview

The EDI highlighted the key points in the report.

In response to a query from CM on EPC investment the EDI advised that she was awaiting further information on the scheme but was cognisant of the delay improvements would have on the customer.

The EDI confirmed that the Compliance Manager was now in post.

The EDI provided an update on St Oswald's Park explaining that the relationship with Gloucester City Council was working well, that the public consultation was positive and future options for the site would be considered post submission.

3809.4 Resources overview

The EDR reported that the Statistical Data Return had been signed off by the Regulator of Social Housing (RSH) and there was no query on the rent increase level set for St Oswald's village.

The EDR explained the current situation in regard to the Head of Finance recruitment, the options available and the location of applicants. She commented that the outgoing Head of Finance was moving to take on an Executive Director role and this should be a positive in regard to her development at Rooftop.

LCN challenged the term 'Ethnicity (non-white)' as this was not a positive affirmation of identity and recommended that this needed to be revised as a definition, which the EDR agreed to review with her. She also commented on the colleague turnover and asked where it mostly came from within the hierarchy of the organisation. The EDR explained that this could be added into future reports and currently it was equal across the levels within the organisation.

AP stated that the recruitment for the Head of Finance would take time with a targeted approach to get the right candidate and that the EDR should persevere. The EDR added that it was also affected by the time of the year.

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

3810 C1 Plan update

The EDR left the meeting.

The EDO provided a progress update on the C1 Plan which included the risk walk through provided at the recent Audit and Risk Committee meeting, the Awaab's Law preparation work, a customer census soon to be undertaken and an update to be provided to the RSH at the end of this month.

The EDR rejoined the meeting.

There was a discussion on when the RSH would consider regrading Rooftop to C1 and how it would relate to the success of the C1 Plan itself.

In response to a query from WH the EDO advised that the expected waiting time was notified to the customer on a call and how improvements were being seen with the new Customer Contact team in place.

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

3811 Repairs and Maintenance procurement project

The EDI summarised the report.

The EDI responded to the email comment from MH on the risks and mitigations of the Project by explaining the specific Risk Register and that this would be reviewed and updated at each Project Board meeting as the project progressed.

The EDR advised Members not to engage with potential contractors as Rooftop had now entered into the procurement process.

The GCE commented that the Risk Register was divided into three areas of which these were procurement, delivery and organisational. The Risk Register had been refined following the discussions at the Board Strategy Day and the Project team was meeting weekly to maintain full visibility of it.

CEAP queried the increase in the budget requested so early on in the project. The EDR explained that the initial budget approval was set before quotations had been received and the necessary use of consultants where there were skill gaps within the Project team, for example Creative Bridge being used for the communications and colleague involvement aspect of the project. The EDR added that there may be a later requirement for IT support if there was a need for integration software between Rooftop and the chosen contractor to be set up.

RN asked WH as Project Board Sponsor on his view of the progress being made. WH reported that progress was good against the Plan with positive engagement of the consultants.

Any future Board approval for additional budget was discussed and how a low level could be approved by the Executive Team within its annual £250,000 delegated budget authority.

EDI

AM suggested increasing the budget requested to avoid the later Board approval but the GCE advised that a 15% contingency was included in this request and the Project would span over two financial years. WH added that depending on the contractor selected the IT software may not be required.

RHG RHA: It was **RESOLVED** that an additional project budget of £165,000 was approved.

3812 **Revised Treasury Strategy**

The HoF, JA and AMo joined the meeting via Teams.

A presentation on the Strategy was provided by AMo and JA.

It was noted the Rooftop was in a good position and above average with its' peers in terms of financial performance. It was noted that this was based on the current Financial Business Plan (FBP) which did not account for any development past 2028, the CPI+1% rent settlement (after the fifth year) and rent convergence.

JA confirmed that Rooftop was in a relatively strong position in the sector based on its liquidity level. The EDR reminded Members of the golden rule of 18 months liquidity.

AM queried how Rooftop could maximise its' funding possibilities and where it was against Environmental, Social, and Governance (ESG) maturity. AMo explained that there was limited borrowing requirements within the current FBP but asset investment funding should be explored. He added that sustainability links and setting up an ESG framework should also be investigated.

The possibility of a Shadow credit rating was discussed and how this was different to the current bLEND A3 rating for Rooftop as it looked at the strengths and weaknesses within the credit worthiness of a client. AP commented that he had completed this exercise at his current housing association and it was a worthwhile exercise but required some time and effort.

JA advised that Rooftop was at the higher end of its peers in regard to the level of EPC investment required and the assumed grant rates, which were appropriate but higher than some peers.

The EDR responded to the email comment from MH on when to choose fixed interest payments by explaining that the team was being proactive and reactive in reviewing this, alongside Savills.

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

JA and AMo left the meeting.

3813 **Annual Reports and Financial Statements for the year ended 31 March 2025**

The EDR commented that the Audit and Risk Committee had reviewed the documents and recommended them to the Boards for approval. There was a final statement being provided by BDO, the External Auditor, before they could be signed off so the recommendation was subject to any final amendments.

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

- i. the Annual Reports and Financial Statements for the year ended 31 March 2025 and the Letter of Representation, subject to any further amendments.
- ii. that Signing of the Statements by the Chairs of RHG and RHA, one other Board Member and Company Secretary will be in consultation with the Executive Director – Resources once the audit has been finalised.

This included approval from MH by email.

The HoF left the meeting.

3814 Revised Growth Strategy (Confidential)

This item was minuted separately.

3815 Revised Customer Strategy 2025-2028

In response from an emailed comment from MH the EDO confirmed that cross cutting principles were included in the Strategy and were aligned with the C1 Plan and budget.

The targets were discussed and that they needed to be more aspirational over the length of the Strategy rather than just based on year one, which the EDO agreed to. It would also align fully with the approach in the C1 Plan.

The EDO explained the work undertaken to provide a positive contribution to the neighbourhoods and how estate inspections were included in the C1 Plan following a query from WH.

Both CM and LCN also commented on the targets being focussed on year one only and that further work was required to provide greater transparency across the three years of the Strategy. It was discussed how customers would expect to see targets setting out improvement in the longer term.

RHG: It was agreed that the decision be withdrawn and the document be updated for approval at the next meeting in September.

3816 Customer Voice

The EDR left the meeting.

The EDO summarised that there was good customer satisfaction figures and how the Engaged Customers had renamed themselves 'Resident Voices'.

CM thanked the Complaints Handling team with the significant improvements in complaints responses and that this should be shown in the Tenant Satisfaction Measures (TSMs) within the next six months.

The EDR rejoined the meeting.

EDO

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

CEAP queried whether customers at Harrington Court were happy with the new evacuation process in place, which the EDI confirmed that there were no concerns received via their Neighbourhood Housing Officer and that they would be provided with an annual reminder of the process.

In response to a query from CM the HoGA explained how live cases were now being tracked in regard to Awaab's Law, ahead of the go live date of 27 October, so issues could be resolved and a review of any mitigations required. This would then provide assurance in this key area.

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

3819 **Q1 2025/26 Risk update including any new or emerging risks**

The HoGA summarised the report.

There was a discussion on the Financial Viability Downgrade (V3) and whether the scoring should be updated in view of the Treasury Strategy presentation provided earlier in this meeting (from Likelihood 'low' to 'very low' which would reduce the risk score from 10 to 5). The EDR confirmed that this would be reviewed following the sign off of the Financial Forecast Return (FFR) and an update provided in the Q2 report.

The issue of the number of resale homes unsold was discussed and whether the service charges could be adjusted. The EDR explained that a change in tenure would still mean that the customer would pay a service charge. The EDO noted that this was being reviewed but customers were still keen to have the services provided to them. It was also noted that the personal charges within the service charge would be not eligible for Housing Benefit.

RHG and RHA: Members noted the content of the Q1 2025/26 Risk update report.

3820 **Supported Housing Strategy update (Confidential)**

This item was minuted separately.

3821 **Managing Agency compliance report 2024/25**

It was noted that the issue at 22 Cotteswold had now been resolved.

RHG and RHA: Members noted the content of the Managing Agency compliance report 2024/25.

3822 **Customer Strategy Group (CSG) Terms of Reference**

The GM explained the requested amendments from DEH and RN at sections 1.2, 3.2, 5.5, 5.6, 5.7, 6.5, 9.1, 9.5 and 10.1. She explained how the Terms of Reference mainly reflected the CSP Terms of Reference but that in some areas this Group was of a higher level. She added that with the proposed increase in the remuneration of the Chair, in line with the Member Responsible for Complaints allowance, at section 10.1 this meant that the approval budget level would be increased to £7,500.

		Action
	In response to an emailed comment from MH the GM confirmed that the CSG Members would undergo the relevant IT training similar to that provided by the CSP Members. LCN asked that the role of the Vice Chair was clarified, how this linked with the proposed remuneration and that appraisal training was provided to the Chair in order that they could undertake their duties. RHG: It was RESOLVED to approve: i. the Customer Strategy Group Terms of Reference, subject to the amendments requested. ii. an additional budget of £7,500 to pay members of Customer Strategy Group an allowance and also for the cost of ICT equipment and licences. This included approval from MH by email.	
3823	Demolition of 38, 40, 42 and 44 Horsebridge Avenue The EDI summarised the report. The EDI advised that there was three years remaining on the option agreement in which to start utilising the site and the options would include working or partnering with a developer on the site plans. RHG and RHA: It was RESOLVED that the demolition of 38, 40, 42 and 44 Horsebridge Avenue be approved. This included approval from MH by email.	
3824	Santander Revolving Credit Facility extension* The EDR noted that this was a formality for the Board to approve. RHA: It was RESOLVED to approve: i. the Board resolution (as stated in appendix 1) and the Officer's certificate ii. the Extension fee of £25,000.	
3825	Proposed changes to the Remuneration and Nominations and Performance Committees RN noted that the GCE could not be a Member of the Committee in relation to the Remuneration aspect of it and it was agreed to review section 2.1. There was a discussion on whether the Chair of the Audit and Risk Committee (ARC) should be provided with the meeting papers or whether any relevant issues were flagged to them instead. The Chair explained that this was good practice and LCN noted that the Committee would not necessarily be aware of the possible risks, whereas the Chair of the ARC would. It was agreed to continue this good practice. The GM added that the papers for this Committee meeting would not be of considerable size compared to those of the ARC and joint Board meetings.	GM

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

- i. The creation of a single Remuneration, Nominations and Performance Committee (RNPC) to take effect from 24 September 2025.
- ii. The new Committee Terms of Reference, subject to the amendment requested.

This included approval from MH by email.

3826 Board Succession Plan 2025 – 2030

The GM explained that this report included the updated Succession Plan up to 2030 and that there was a requirement for the Board to approve the commencement of the recruitment for a new Member. This would start in October so that the new Member would be appointed and start in January 2026.

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

- i. the updated Succession Plan 2025 – 2030
- ii. recruitment for one new member to commence October 2025.

This included approval from MH by email.

3827 Proposed appointments to Office

The GM explained the proposed appointments, which the Chair thanked her for and the hard work involved in producing such a complex document.

RHG and RHA: It was **RESOLVED** that the appointments as proposed at Appendices 1 and 2 of the report be approved. This included approval from MH by email.

3828 Members for re-election September 2025

RHG and RHA: It was **RESOLVED** that the re-appointment of Lenna Cumberbatch-Nichols and Wayne Harris as Members of the Boards of RHG and RHA for a fixed and final term of up to three years commencing 24 September 2025 be approved. This included approval from MH by email.

Note: The reappointment approval for Lenna Cumberbatch-Nichols will be for a fixed and final term of up to three years commencing 19 November 2025.

3829 Board Member Learning and Development Plan 2024/2025 – annual review

The GM advised Members of who to contact in the HR team that if they were encountering issues in accessing and completing the e-learning. LCN commented that the training system was particular poor and she had spent many hours trying to complete the required training with the system failing on her. The EDR asked that Members contact her with any further issues in regard to this system.

RHG and RHA: Members noted the content of the Board Member Learning and Development Plan 2024/2025 – annual review report.

3830 Joint meeting of the Boards Forward Plan

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

3831 Any Other Business

The GM reported that the publication of the next quarterly monitoring pack would be Friday 13 August instead of 8 August due to the colleague changes within the Governance team and fitting around leave already booked.

There being no other business the meeting closed at 1.12 pm.