

**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 24 September 2025
at 70 High Street, Evesham**

Members present:	Sally Higham (Chair)	Boris Worrall	Group Chief Executive (GCE)
	Myron Hrycyk (Vice Chair and Senior Independent Director) (MH)	Mark McEgan	Executive Director - Operations (EDO)
	Claire-Elaine Arthurs Payne (CEAP)	Sam Morgan	Executive Director - Resources (EDR)
	Lenna Cumberbatch-Nichols (LCN)	Rebecca Pitt	Executive Director - Investment (EDI)
	Daisy Halford (DEH)	Andrew Ledger	Head of Governance and Assurance (HoGA)
	Wayne Harris (WH)		
	Ciara McMillan (CM)		
	Alykhan Meghani (AM)		
	Richard Newton (RN)		
	Andrew Palmer (AP)		
		Stuart Hitchman	Head of Digital and ICT (HoDICT) (part)
		Ruth Organ	Governance Manager (GM) (minutes)

Action

3832 Apologies for absence

There were no apologies for absence received.

AP was welcomed to his first board meeting and it was noted that it was MH's last board meeting.

3833 Declarations of interest

There was a declaration made by AP for agenda item 4. Where members served on other bodies, their declaration of interest was taken as read.

3834 Any Other Business items

There were no Any Other Business items raised.

3835 Appointment of new Member: RHG and RHA Boards

The GM noted that this was a required approval so that AP could partake in the rest of the meeting.

RHG: It was **RESOLVED** that the appointment of Andrew Palmer as Board Member of RHG and RHA and Member of the Audit and Risk Committee with effect from 24 September 2025 for a fixed term of three years be approved.

3836 Draft minutes of the joint meeting of the Boards of RHG and RHA held on 16 July 2025

The Chair advised that there was an amendment at minute number 3238 (page 15) Members for re-election September 2025 as LCN joined Rooftop in November 2022. Therefore, the reappointment approval for her will be for a fixed and final term of up to three years commencing 19 November 2025.

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CHAIR

RHG and RHA: It was **RESOLVED** that the draft amended minutes of the joint meeting of the Boards of RHG and RHA held on 16 July 2025 be approved, subject to the amendment requested.

3837 Outstanding Actions list

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

3838 Draft summary notes of the Audit and Risk Committee risk workshop held on 16 July 2025

CEAP reported that there was good progress being made in the approach to risk to make it more agile and meaningful.

RHG: Members noted the content of the draft summary notes of the Audit and Risk Committee risk workshop held on 16 July 2025.

3839 Executive overview reports

The GCE commented on the change in format of the Performance and Risk update reports within the papers at this meeting.

He reported that there had been a positive couple of months with a steady upward trajectory in performance.

It was noted that the reality following the recent Government comprehensive spending review was mixed, with choices to be made.

There was a discussion in the performance in voids and how it had plateaued with incremental gains. The EDO confirmed that work was progressing on the main pressure points alongside key contractors. He added that there did not currently seem to be an issue with general needs customers looking to move to newer properties but there was work being undertaken on the Supported Housing schemes, which would be reported to the Board in January. The GCE noted that the Lettings team was good at letting properties and the HoGA stated that those properties that were available to let had all been let at this time. The EDO added that the tracker being used was working well and that Wychavon District Council had 3,000 on its housing waiting list.

AP challenged on whether 80% of Stage 2 complaints completed on time was acceptable. The GCE responded noting the report further on the agenda in regard to an additional dedicated resource for the Complaints Resolution team to provide the consistency required and address this specific issue. CEAP, as Member Responsible for Complaints, explained the level of work being undertaken by the team on Stage 1 cases which should see a reduction in the number of escalated Stage 2 cases. She confirmed that she was receiving assurance on this at her monthly meetings.

Following a query from CEAP the EDO responded that a report on the use of the data collected from the Tenancy Audits would be provided at the next meeting.

3839.1 Operations overview

The EDO summarised his report.

The Chair commented on the good progress with the decrease in the number of Work In Progress (WIP) repairs cases and thanked those involved.

There was a discussion on how those cases with the Housing Ombudsman (HO) were being reviewed and progressed with the customers where possible, before the determination reports were received from the HO and how all learning points raised in the HO reports were reviewed and actioned where necessary.

MH noted the performance of Platform Property Care (PPC) and the possible increased use of subcontractors as the contract came to an end, which the EDO agreed may be the case.

The EDO confirmed to CM that the use of the Tenancy Audits data to develop trends would be included in the next quarter of the Achieving Excellence Together Programme.

It was commented that the increase in the number of customers receiving Universal Credit was a reflection of the wider world.

3839.2 Investment overview

The EDI reported on the handover of 86 properties at Broomhall, Worcester, and that there were a few slippages in the development schemes on site but only by a matter of months with 186 properties still expected to be completed at the end of the year. The Development team continued to review Section 106 opportunities in anticipation of an extended Ethical Voids Sales Programme (ESVP) programme.

The EDI noted that delays in the completion of property sales were affecting the sales performance.

The delay in the sale of the keyworker accommodation at Weston Super Mare was discussed and how the sale proceeds was included in the Financial Business Plan (FBP). However, the EDR advised that there was no concern at this time and a response from the Hospital Trust was expected next month. AM asked for the possible financial impact if the sale was not completed in this financial year.

EDR

The EDI explained that the planning application had been submitted for the St Oswald's Park development scheme, with ARK Consultancy commissioned to produce a report on Rooftop's future options for the site.

There was a discussion on the possibility of increasing the number of Section 106 properties and how this would be covered in more detail at the forthcoming Board Strategy Day. It was also noted that the EVSP was a test for this year and there would be learning to be taken from it when proposing the programme for next year.

The risk with delays in securing funding to pay for Section 106 properties through void sales was commented on and that any additional loan drawdowns could be used before sales were completed. However, this would require borrowing and therefore incur interest and affect the EBITDA MRI figure.

There was further discussion on the options and finances in regard to future development and how it would be clearer in January 2026 when the new repairs and maintenance contractor was known.

3839.3 Resources overview

The EDR advised that rent convergence may not be an available option for most of Rooftop's properties but guidance was being sought to confirm this. She added that the cost of the demobilisation of the PPC contract would be requested to be removed from loan covenants to avoid any increased risk.

AM commented that the additional resource for Awaab's Law requirements would affect the financing and asked for a stress test on the PPC balancing charge cost. The EDR reported that this was being reviewed in the Quarter 2 financial figures, updated in the FBP which would be reported in the Regulatory Return and that a stress test would be undertaken as part of this review. She added that she would report on the effect of the PPC balancing charge at the next meeting.

EDR

There was a discussion on the high cost in voids works and the EDR explained that this was due to the state of the properties being handed back, the high level of subcontractors being used and PPC managing its' colleague sickness levels. The EDO added that evidence was being asked for in regard to the state of the properties. The EDR further explained that Rooftop was governed by the HMRC rules in regard to what charges we paid to PPC which included the cost of colleagues' sickness and the use of subcontractors to cover this.

CM suggested using the data collected from tenancy audits to provide a foresight on the state of the properties that were likely to be handed back and what preventative support could be provided to customers to improve this issue.

It was reported that following the approvals being requested at this meeting the interest cover would fall to a forecast of 170%, but that this included a forecast of PPC costs including the projected balancing charge.

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

3840 Performance and Risk update

The EDR shared the August Key Performance Indicators (KPIs) with the Board noting that overall customer satisfaction was at 70.3% (year to date), average number of calendar days for non-emergency repair was 42.7, Non-emergency repairs completed within 28 days at 58.3%, Average call waiting times was up to 4.08 minutes due to holiday and colleague sickness, Relet days (excluding homes over 180 days) at 67, New Build Homes handed over was 16 units, 124 Tenancy Audits had been completed, the EBITDA MRI figure was low due to grant of £2.3 million still to be received, Void loss as a percentage of rent debit was at 2.4% and Operating Margin (Social Housing) was 25.7%.

The reasons for the Rent arrears as a percentage of rent debit were noted but there was no concern on it at this time. The timing of Housing Benefit payments also had an effect on the figure.

MH queried the call waiting times and the variances when customers had to wait longer. The EDR agreed to review any anomalies in the calls received.

EDO

RH praised the new look report, which was easier to read. He asked about the timeline for those remaining properties that required a Stock Condition Survey. The EDI responded that the budget was available in year and achieving 100% was an annual objective. An Action Plan would be presented to the next Audit and Risk Committee meeting which would include actions to achieve a targeted completion by the end of this year.

AM commented on the EBITDA MRI underperformance and that it was unlikely to meet the 100% target in light of upcoming approvals being requested of the Board. He suggested that the Financial Viability Downgrade risk be rescored as an amber with the relevant commentary added, which both the EDR and HoGA agreed to review.

EDR/
HoGA

The HoGA reported on the Risk update and that the request for a change in the score of Financial Viability Downgrade would be updated for the next Audit and Risk Committee. He added that the Regulatory Risks (Consumer Standards) were improving and how the Safety of customers was triggered by the Damp, Mould and Condensation risk, with more assurance required. The Cost Sharing Vehicle (PPC) Financial Control had decreased from 16 to 12 as this was being monitored by the Executive Team and the St Oswald's Park project costs had decreased to eight. He added that most risks were over target but a more proactive approach to risk would be discussed at the upcoming Board Strategy Day.

There was a discussion on the preparedness of Rooftop on the upcoming Awaab's Law with refinement of the approach being made since July, ahead of the damper months.

RN noted the useful information provided on the fire at Bishop's Cleeve.

LCN commented on the preventative work being undertaken with customers ahead of Awaab's Law coming into effect.

AP commented on the Cost Sharing Vehicle (PPC) Financial Control and the concern of the risk decreasing as it was a challenging project with the potential for delays. The HoGA explained the risk scoring process and how it could increase when necessary.

AP requested an update on the impact to Rooftop of the external environment including the recent Government changes.

HoGA

RHG and RHA: Members noted the content of the Performance and Risk update reports.

3841 **Achieving Excellence Together Programme (C1 Plan) update**

The EDO reported on the engagement meeting held with the Regulator of Social Housing (RSH) at the end of July and its request for outcomes on the Plan. The next meeting was booked for October.

He noted that the Complaints Plan have now been completed and a close down report would be provided to the Board. However, there was still work to be undertaken on learning from complaints and embedding the processes throughout the organisation. For the Repairs Plan the WIP was decreasing and some of the deadlines had moved in agreement with the Board Member sponsor. On the Customer Equality, Diversity and Inclusion Plan there was a project to engage with more underrepresented groups and how the data collected was being used.

The EDO reported that the first formal meeting of the Customer Strategy Group would be held tomorrow with DEH chairing it.

The HoGA left the meeting.

The EDO advised Members that he had recently had the opportunity to speak to Fiona MacGregor, Chief Executive of the RSH on her view on how reasonable adjustments were handled by housing associations.

LCN commented that she was engaging with the Programme team and the work being undertaken was really positive, especially in the proactive approach being taken and language used with customers.

CM noted that it was important that the Board was assured that the changes being made were making a difference through a close down report and how some changes may not embed as well as others. DEH added that Rooftop had made progress with more customers wanting to get involved.

CEAP explained how the work on complaints had moved to reporting to the Board for assurance. The tracking of vulnerabilities and the adjustments being made was a sign of how well it was working. She added that there had been a shift to a more proactive attitude.

The HoGA rejoined the meeting.

The EDR reported that a short colleague survey would be undertaken on the progress being made in the key areas of the Programme.

RHG: Members noted the content of the Achieving Excellence Together Programme (C1 Plan) update report.

3842 Repairs and Maintenance procurement project update

This item was minuted separately.

3843 Awaab's Law – resourcing and preparedness (Confidential)

This item was minuted separately.

3844 Growth update (Confidential)

This item was minuted separately.

3845 People Strategy annual Action Plan update

The EDR stated that the figures were moving in the right direction and how the negative colleague comments may be related to changes made prior to the survey being sent out. The plans for the new Strategy were also noted by her including an inclusive recruitment review with advice sought by LCN and the views of younger colleagues on career pathways.

The HoDICT joined the meeting.

LCN suggested that targets should be set against the survey scores and an Action Plan on how to improve results further. The EDR explained that targets were not historically set against the scores but would review the previous scores as a comparison.

EDR

There was a suggestion on getting an external survey undertaken, which the EDR advised was generally expensive but would review the options available.

EDR

The 61.6% figure for colleagues feeling safe to express contrary opinions was noted, which the EDR explained would be reviewed as to how this could be improved, working with managers on it. Constructive conflict was also commented on and how this would be included in the next People Strategy. The EDR added that the survey was anonymous and therefore it was not easy to identify where the issues were within the organisation.

MH advised that there was reference to the use of Artificial Intelligence (AI) and asked whether there was a Policy in place on its general use. The EDR confirmed that the HoDICT was currently writing one for approval by the Executive Team in October.

RHG: Members noted that content of the People Strategy annual Action Plan update report.

3846 Revised ICT Strategy 2025

The HoDICT summarised his presentation on the Strategy.

LCN queried the operational implications of the Strategy including colleague training and additional costs. The HoDICT responded that the Strategy was based on the concept of zero trust and directing colleagues in the most secure route for the organisation. He added that there was a lot of work being undertaken in this area that was Business as Usual but it was important to understand the cyber-attack profiles.

MH noted the links to the Customer Strategy and the Target Operating Model work within the Strategy and using the agility of IT to improve efficiency.

RN commented on the technical document and how it could be made easier to those without the technical knowledge. He also asked whether this was the right way forward which the HoDICT noted the involvement by third party organisations, the Cyber Assurance accreditation and a review of best practice and standards to create it.

CEAP advised that the 'so what' was missing in the document as to how it would make a difference to the organisation, that the emphasis should be on the customers and colleagues before transactional figures and the lack of customer consultation on it. The HoDICT noted the engagement of the Customer Scrutiny Panel and would be engaging further with other customer groups on the Plan in the future.

The EDR suggested that as there were a number of queries raised on the Strategy that it should be withdrawn and a revised version would be presented at the next meeting of the Board.

HoDICT

CM agreed to the comments raised and that it was not an over ambitious Strategy but fitted in with the Corporate Plan and would utilise what was in place to the maximum.

RHG: The decision was withdrawn.

The HoDICT left the meeting.

3847 Customer Voice

The EDO commented on the Tenant Satisfaction Measures (TSMs) results which he was pleased with and that he expected it to change with an increase in transaction surveys being undertaken.

The Satisfaction of customers in Older People Schemes figure was noted and the possible reasons affecting it.

CEAP stated that the difference between transactional and TSMs surveys was the customer perception of a Rooftop service against the reality of having firsthand experience of one. This needed to be challenged, especially in customer communication and managing expectation which could be addressed.

The GCE stated that it was a good set of results, which was thanks to the work of the EDO and EDI.

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

3848 Compliance, Health and Safety report to 31 July 2025

The HoGA reported that a review on the 12 month analysis of the 19 key risk triggers table would be undertaken as one non-compliance badly affected the percentages.

He summarised the August figures provided in the papers including that the overdue Electrical Installation Condition Report (EICR) had now been completed and the future focus for the Audit and Risk Committee and the Board in regard to Housing Health and Safety Rating System (HHSRS) decency and Awaab's Law compliance.

LCN commented that the colours used were not distinct enough and asked for this to be updated for the next report.

HoGA

It was discussed that it was unlikely that Rooftop would meet the 100% Decent Homes target due to the increased number of surveys, visits and rising awareness of reporting hazards. However, the EDI advised that a Plan would be presented to the Board on how the current figure could be improved. The GCE commented that the Board needed to set timescales on how to improve this figure and tolerance levels.

The Fire Risk Assessments were discussed and how each action was treated on a risk basis as part of the Fire Management Plan. The HoGA advised that the level of low priority actions was being monitored and a Plan on how to deliver them, including the relevant budgets required, was being created.

RN queried the number of Stage 1 complaints cases that had extensions to deadlines. The EDO advised that for Stage 1 complaints it had decreased to 20% and for Stage 2 cases this was 17%.

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

3849 Complaints Handling Resources (Confidential)

This item was minuted separately.

3850 Revised Customer Strategy 2025-2028

The EDO noted that the targets had been revised as requested by the Board at the last meeting.

CEAP questioned the triangular diagram on page four of the Strategy as it was the wrong way round, which the EDO agreed to get updated so that the more extensive engagement activities were represented by larger blocks.

EDO

RHG: It was **RESOLVED** that the revised Customer Strategy 2025-2028 be approved, subject to the amendment requested.

3851 Revised Treasury Management Policy

The EDR reported on an error in the document, at the top of page seven, as the Counterparty Credit Limit should be shown as £25 million.

RHG: It was **RESOLVED** that the revised Treasury Management Policy be approved, subject to the amendment.

3852 Reappointment of External Auditor

The EDR advised that the report was a formality.

LCN queried if BDO should be excluded from the next tender to give a different perspective. The EDR responded that the choice of auditor in the sector was limited with only two applying and that Board Members were involved in the tender process. AP added that he had experienced the same issue with a tender list of 10 auditors and BDO was the best option for his organisation. He added that now was not the right time to change auditors.

RHG: It was **RESOLVED** that the reappointment of BDO as External Auditor to act in the financial year 2025/26 be approved.

3853 Board Skills and Competencies Framework 2025-2026

The GM reported that there were minor changes to the document as it would be included in the external review of board effectiveness.

RHG: It was **RESOLVED** that the updated Skills and Competencies Matrix for 2025/2026 be approved.

3854 Board recruitment 2025/26

The GM noted the special Nominations and Performance Committee meeting which had recently been held to agree the proposed skills. MH summarised the meeting that he had chaired and how the Committee had considered the skills required of the next Board Member.

CEAP commented that being a local resident and proximity to Head Office should be a desirable 'skill', which the Chair agreed with. LCN raised a concern on how this was phrased as it could be seen as discrimination. The GCE suggested adding the phrase 'knowledge of the local area'.

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

- i. The following skills will be recruited to for the replacement of the one Member due to retire in January 2026:
 - Asset management and investment and Property development and regeneration are essential and
 - Health and Safety and Governance, legal and regulation and knowledge of the local area are desirable.
- ii. The proposed timeline for recruitment.

3855 Governance Calendar 2026/27

The GM noted a change in the Strategy Day date from the usual June date to February (2027) in order that any discussions that would affect the FBP and budgets could be worked into these documents before the Board approved them. She added that the date for the March 2027 board meeting was subject to change to avoid a clash with the NHF Housing Finance Conference. This would be known in late March 2026.

RHG and RHA: It was **RESOLVED** that the Governance Calendar 2026/27 be approved.

3856 Joint meeting of the Boards Forward Plan

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

3857 Any Other Business

The GM advised that the KPI figures for August document that the EDR had presented earlier in the meeting had now been uploaded to the Board information reports Reading Room on Diligent for Members to view.

There was a presentation by the Chair in recognition of MH's time on the Board. She thanked him for his work as SID. The GCE added that getting his IT expertise on the housing management project helped to get it completed and he was a great strategic thinker on the Board. MH responded that he had been privileged to work on the Board and thanked the GCE and Executive Directors on their steer through difficult issues. It had been a rewarding experience and the Board still had the same values now as it did when he started six years ago.

There being no other business the meeting closed at 1.00 pm.