

**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 November 2025
at 70 High Street, Evesham and electronically**

Members present:	Sally Higham (Chair) Richard Newton (Vice Chair and Senior Independent Director) (RN) Claire-Elaine Arthurs Payne (CEAP) (part) Lenna Cumberbatch-Nichols (LCN) Daisy Halford (DEH) (part) Wayne Harris (WH) Ciara McMillan (CM) Alykhan Meghani (AM) (via Teams) Andrew Palmer (AP)	Boris Worrall Mark McEgan Sam Morgan Rebecca Pitt Andrew Ledger Ruth Organ	Group Chief Executive (GCE) Executive Director - Operations (EDO) (part) Executive Director - Resources (EDR) (part) Executive Director - Investment (EDI) (part) Head of Governance and Assurance (HoGA) Governance Manager (GM) (minutes)
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		Action
3858	Apologies for absence	
	There were no apologies for absence received.	
3859	Declarations of interest	
	There was a declaration made by the EDO and EDI for minute number 3865.1. Where members served on other bodies, their declaration of interest was taken as read.	
3860	Any Other Business items	
	There were no Any Other Business items raised.	
3861	Draft minutes of the joint meeting of the Boards of RHG and RHA held on 24 September 2025	
	RN asked that the phrase 'fit for purpose' was removed from minute number 3838, which was agreed to.	
	RHG and RHA: It was RESOLVED that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 24 September 2025 be approved, subject to the amendment requested.	
3862	Draft summary notes of the Board Strategy Day, 09.10.25	
	RHG and RHA: It was RESOLVED that the draft summary notes of the Board Strategy Day held on 9 October 2025 be approved.	
3863	Outstanding Actions list	
	RHG and RHA: Members noted the progress on the Outstanding Actions list.	

3864	Minutes of the special meeting of the Nominations and Performance Committee, 16.09.25	
	This item was minuted separately.	
	The EDO, EDI and EDR left the meeting.	
3865	Draft minutes of the Remuneration, Nominations and Performance Committee, 07.10.25	
	This item was minuted separately.	
	CEAP joined the meeting.	
	Recommendation: Confidential - see minute number 3865.1 for board approval.	
	Recommendation: Board recruitment 2025/26 - see minute number 3887 for board approval.	
	Recommendation: External review of Board effectiveness - see minute number 3888 for board approval.	
3865.1	Confidential	
	This item was minuted separately.	
	The EDO, EDI and EDR rejoined the meeting.	
3866	Summary notes of the Audit and Risk Committee follow on workshop held on 12 September 2025	
	CEAP commented that the Risk workshop discussions had been superseded by the Risk workshop held on the Board Strategy Day.	
	RHG: Members noted the content of the summary notes of the Audit and Risk Committee follow on workshop held on 12 September 2025.	
3867	Draft minutes of the Audit and Risk Committee, 08.10.25	
	CEAP summarised the key areas discussed at the meeting which included the clarification of the roles of the Customer Scrutiny Panel (CSP) and the Customer Strategy Group and that Board Members were now welcome to attend the CSP meetings, the regular updates being provided on Awaab's Law compliance, assurance work still to be undertaken on the Stock Condition Data which was critical to key decision making, more documentation required on Voids following a recent internal audit and improvements also required in Supported Housing following its' recent internal audit. She added that the internal audit tracker was working well with completion dates on track and the improvements being made on complaints handling.	
	RN queried whether the ICT security enhancements had been completed as part action 15 (minute number 1795). The EDR advised that she would need to confirm this following the meeting.	EDR
	RHG: Members noted the content of the draft minutes of the Audit and Risk Committee meeting held on 8 October 2025.	

3867.1 Recommendation: Discharge of Audit and Risk Committee responsibilities Q2 2025/26

RHG: It was **RESOLVED** that the work of the Audit and Risk Committee during Q2 2025/26 in assessing the adequacy of internal controls be approved.

3868 Draft minutes of the Customer Strategy Group meeting held on 25 September 2025

DEH noted that the first meeting of the Customer Strategy Group (CSG) went well, discussing key strategic issues with the GCE, Head of Repairs and Maintenance and the Head of Lettings, Income and Resolutions in attendance during the meeting. The CSG Members also shared their own experiences of Rooftop services.

CM asked for an amendment to the minutes in regard to its responsibilities which included influencing key reports and not, as stated, reviewing them.

GM

RHG: Members noted the content of the draft minutes of the Customer Strategy Group meeting held on 25 September 2025.

3869 Executive Team overview reports

The GCE offered the Board the opportunity to undertake a training session on unconscious bias following a board meeting, which was welcomed.

He reported that legal advice on the Social Housing Decarbonisation Fund (SHDF) lodgement issues was being sought.

He noted that the overall performance was improving but at a cost and that this meant that the profile of the risks was evolving from operational to financial delivery. Therefore, this was the focus of the presentation later on the agenda.

The Chair commented positively that the average number of calendar days for non-emergency repairs was now below 40 days and the close work with Platform Property Care (PPC), which she thanked all those colleagues involved in this work. The GCE agreed that the increase in operatives at PPC had delivered against performance.

The GCE advised that at the last engagement meeting with the Regulator of Social Housing (RSH) he had reported that if Rooftop performed in the next six months as well as in the last six months it would be good progress towards our targets. He added that the RSH now seemed to be entering the gathering evidence phase of the C1 grading process.

WH queried the average number of calendar days for non-emergency repairs 28 days target, whether the legacy repairs figure was providing a false performance figure of 40 days and what the realistic figure was for completing these repairs. The EDO agreed to undertake an analysis of the number of days to complete a standard non-emergency repair.

EDO

In response to a query from CEAP on the under performance on planned maintenance the EDI explained that there was further analysis required on the Stock Condition Data to evaluate costs against priority for those properties that were in need of replacement components.

There was a discussion on appendix one of the report which was minuted separately.

3869.1 Operations overview

The EDO summarised his report.

In response to a query on the 28 properties awaiting disposal the EDO confirmed that the options for these properties were being reviewed.

The EDO commented on the comparison information provided in the report on evictions and the decisions that were being made on them.

The EDR explained how those 28 properties planned for disposal were treated separately to the void loss calculation but were included in the Statistical Data Return figures and in the lost rent revenue.

WH queried the core waiting time on the telephones which the EDO advised that the revised reception hours would free up 0.5 of a full-time post to help with telephone answering times. However, the main impact was how long it took to deal with the call and whether this was at the right quality level. There had also been an increase in telephone calls received by Rooftop.

CM thanked the EDO for the information on evictions. She noted the proactive work undertaken with the tenancy audits and interventions but asked how customers would report their issues if not for these new communication methods. The EDO explained how in most cases the customers chosen for the visits were those that did not generally contact Rooftop, some were unaware of the support that Rooftop provided to them or that some had given up on reporting issues as no action had been taken.

3869.2 Investment overview

The EDI gave an update on the SHDF Trustmark certification lodgement issue with one completed and those with Savills for checking had doubled within the week.

There was a discussion on the reporting of those properties that failed the Decent Homes Standard and how it was based on the Tenant Satisfaction Measures (TSMs) requirement that one hazard in a property that was part of block would count against all of them. It was advised that Rooftop was being open and transparent with its reporting.

AM left meeting.

CEAP noted the removal of the village hall in the Almonry Close, Pershore development scheme as to the wider impact to the community and asked for this to be included in the commentary for future reports. The EDI explained how the removal of the hall was done in consultation with housing colleagues and would decrease the service charge level for future customers and reduce the overall cost of the development. She added that a smaller communal space within the main building had been incorporated.

AM rejoined the meeting.

Action

It was noted that prospective customers for the unsold Shared Ownership Parsons Gardens properties would be arranged when the tenures had been changed and when there was a clear date of when this would happen. The EDI advised that an open morning for shared ownership properties had been well attended but no reservations had been received during that session.

The Chair asked for clarity on the Decent Homes figures and the correct mechanism that should be used to identify them. The HoGA advised that he would be reporting back to the Audit and Risk Committee with assurance on this issue. AM asked for benchmarking on the tolerances of the figures with other housing associations.

HoGA

The EDI explained the SHDF Trustmark certification lodgement process and that an extension from 31 January to 31 March had been requested from the Department for Energy Security & Net Zero (DESNZ) to get them all completed. The Chair asked what could have been done differently on this issue, which the GCE advised that in his view the right actions had been taken, but perhaps he could have recognised the emerging risk a month earlier. However, he added that it was complex as the contract was through the Matrix partnership and there was no direct link with Savills. Therefore, there was limited wider control available to Rooftop in the overall process. RN asked for an Early Warning Indicator for this type of process and AP asked for a related stress test to be included in the Financial Business Plan (FBP). The HoGA noted that the lodgement process was complex and therefore there were inherent risks to it. The EDI advised that for the Wave 3 programme Rooftop would be the direct grant recipient from DESNZ and that the contractor also oversaw lodgements directly. CEAP asked that there should be an early step added for this type of contract that included what action could be taken where there was a lack of direct Rooftop control in the processes. The GCE agreed that this would be included in the revised risk framework.

HoGA**EDR**

The EDR confirmed to AP that the delays to the sales at Parsons Gardens were being monitored but it did not have material implications on covenant levels.

The EDR also provided RN with an update on the potential sale of the keyworker accommodation at Weston Super Mare. A verbal offer had been received but the formal confirmation was still to be provided and consultation with customers would be required for this sale.

CM commented on the transparency of the Decent Homes figures and how it would be difficult to benchmark with others if they applied a different methodology. The HoGA reported that a key focus at the recent National Housing Federation Audit and Risk conference by the RSH was on TSMs and the investment decision making process. The EDR added that the 2025 Sector Risk Profile stated that spending on existing stock was the priority.

In response to a query by WH on the cladding work for Harrington Court the EDI explained that a grant application was being prepared to Homes England (HE) for this work.

There was a discussion on the balance to be made in the next HE programme on any firm development commitment with the Matrix Partnership and whatever else might be included in Rooftop's own programme either through CME or Section 106.

3869.3 Resources overview

The EDR gave a summary on the current performance of PPC with seven current vacancies and a high use of subcontractors. She was also working with Campbell Tickell on an independent review of the costs and invoicing by PPC and what mitigations could be made against the increasing costs, which she would report back at the January meeting of the Board. She was also challenging the demobilisation costs that PPC had provided her with so that an estimate figure could be used to negotiate a carve out with the funders. These costs would be included in the current years' financial statements.

EDR

The EDR highlighted in the report that some strategic sales were not included in the budget as they were due in quarter four of 2024/25 and the sale of shared ownership homes at Broomhall, Worcester was ahead of schedule.

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

3870 Performance and Risk update

The EDR reported on the midyear EBITDA only stress test and that there was around £3 million available to spend before the covenant limit was reached. She explained the various impacts of expenditure on interest covenants and EBITDA.

EDR

AM asked for a rolling month forecast to be provided to the Board that separated the Business As Usual and demobilisation costs. The EDR confirmed that this was provided to the Executive Team monthly so this would then be sent to the Board as requested.

AP asked the Executive Team what could be done proactively to manage current expenditure including any deferrals into the next year. The EDR suggested delaying the planned maintenance works but this would impact on the customers that had already been promised them. CEAP suggested a separate approval for the use of subcontractors by PPC to provide the control on this expenditure. The EDR confirmed that Campbell Tickell was currently reviewing the controls against the PPC performance. The GCE suggested that a virtual meeting of the Board be held in the next few weeks to provide it with some options of what action could be taken. CM commented that the Customer Strategy Group be engaged to provide their influence for any decisions to be made. DEH noted the reputational issue if promised planned maintenance were postponed.

EDR

EDO

DEH left the meeting.

The EDR reported on the EBITDA MRI midyear stress test figures, how it could be tolerated for one year only and that evidence would need to be provided to the RSH that the FBP was sustainable. She added that the major repairs figure was excluded from this figure.

DEH rejoined the meeting.

The performance figures were discussed including the delay to the official launch of the Customer App and what could be done to improve the Decent Homes figures. RN asked that the actual number of properties affected by the hazards be reported in the commentary. WH asked that this figure be reissued to the Board.

EDR

The HoGA provided a risk update noting that early indication showed that the Damp, Mould and Condensation (DMC) environment was tough.

The EDR confirmed that the annual stability check had been undertaken by the RSH and there was no change to the G1/V2 rating. A copy of this was available to view in the Diligent Reading Room.

AP asked that the Board receive the risk update against any potential breach of the golden rule for bank interest cover covenants. The HoGA confirmed that this was provided to the Audit and Risk Committee and would add it to this update for the Board as requested.

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

3871 Achieving Excellence Together Programme (C1 Plan) update

The EDO summarised the key updates in the Plan and how the RSH had changed its approach to the regular engagement meetings.

LCN queried the appropriate use of vulnerability when categorising customers and how circumstances should be considered, which the EDO confirmed was being done.

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

3872 Repairs and Maintenance procurement project update

This item was minuted separately.

3873 St Oswald's Park

There was a discussion held on the proposed scheme.

DEH left the meeting.

RHG and RHA: It was **RESOLVED** that the next steps of market testing and analysis of the new Homes England programme with an update to the May board meeting be approved.

3874 Rent Setting and Budget Parameters

The EDR noted the budget parameters in the report and how there may be a change dependent on the modelling of the potential annual pay reward level. She also noted the various other key costs to be taken into account including the new repairs contract costs, PPC costs for quarter one 2026/27, Decent Homes and Decent Homes 2 and Awaab's Law related costs.

In response to a query on possible service charges exceptions from WH the EDO advised that this was no longer an issue with Yates Court as all properties had been let, but this was an ongoing issue with Parsons Gardens.

The emergency assistance fund was commented on and how this was unspent at this time but was being reviewed as part of the budget process.

Action**EDR**

The EDR agreed to provide AM with a figure on the level of asset investment spend required for 2026/27 as she was unable to answer this in the meeting.

The EDR confirmed to AP that the Group Budget would be provided to the Board in March and any changes to the approved parameters would be explained in the report.

CM suggested that customer influence was sought on this report next year. CEAP asked that the customer view should be included in the decision making process and raised the importance of how the uplift in rent was communicated to them. The EDR reported that the Head of Finance would be attending the CSG meeting in December and would ask it for its views on this.

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

- i. That the rent increase of CPI + 1% is applied to all our social rents, supported housing and garages.
- ii. That all other rents are increased as per existing agreements.
- iii. The Budget Parameters as set out in the report.

3875**Customer Voice**

The EDO summarised the report.

The negative comments were noted and how the garden assistance comment was not necessarily seen as negative. LCN added that learning could be gained from the positive comments as well as from the negative ones.

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

3876**Complaints quarterly update**

The EDO reported that response times had improved, there had been a reduction in the number of extensions to response times and the actions from all Housing Ombudsman cases were being tracked against the required timelines.

CEAP stated that there was fantastic progress being made by the team, especially using the data to see the reasons for the complaints and what improvements could be made.

It was noted that communication was always an issue but it was important to understand how the customer may perceive it.

CM commented how the ICT Strategy linked with this as to the systems and technology available to personalise the communication choices for the customer.

RHG and RHA: Members noted the content of the Complaints quarterly update report.

3877**Awaab's Law update**

The EDO summarised the report and that an in-depth report would be provided at the next Audit and Risk Committee meeting. However, the approach to deal with all reported hazards, whether emergency and significant, was putting the team under pressure so emergency hazards cases were being prioritised at this time.

The EDO stated that forced access may be used to undertake any follow on works required if a customer refused to co-operate.

CEAP commented positively on the progress being made but queried whether Facebook was the best communication method to use. The EDR explained that the customer survey this year had asked which communication methods customers used the most so that the Communications team had the data to refine how messages were communicated to them.

RHG and RHA: Members noted that content of the Awaab's Law update report.

3878

Compliance, Health and Safety report to 30 September 2025

The HoGA commented on the types of hazards being recorded since Awaab's Law came into force, of which few were DMC related.

He summarised the report including a second line of assurance review being undertaken on Electrical Installation Condition Reports.

The Chair commented on the emerging fire risk from e-bikes which the EDI advised would be discussed at the next Landlord Health and Safety Compliance Panel meeting.

CM queried whether the one outstanding gas action had been completed which the HoGA advised was still outstanding.

RHG and RHA: Members noted that content of the Compliance, Health and Safety report to 30 September 2025.

3879

Disposal of The Hawthorns, Evesham

The EDR summarised the report.

There was a discussion on the minimum level that could be accepted for the care home. The EDR advised that financial testing had only been undertaken at £4.25 million as this was the offer made. She agreed that the approval would be set as a minimum of £4 million if this worked financially.

It was noted that approval was also required from the Care Quality Commission, which could take some time. However, it would support this sale as a going concern as it safeguarded the customers living in the home. The Chair noted that communications both internally and externally would need to be managed.

RHA: It was **RESOLVED** that the disposal of the freehold of The Hawthorns care home, Evesham, subject to achieving a gross sales receipt of at least £4 million, if it worked financially, be approved.

3880

Revised ICT Strategy 2025

The EDR stated that the amendments requested at the last meeting had been incorporated into the revised Strategy.

There was a discussion on how the Strategy was flexible against the ever-changing ICT climate and the use of the Data Lake solution to support the new Repairs and Maintenance contractor system. CM commented that this solution would also be able to support other areas of the organisation where necessary.

LCN requested that, as Rooftop was encouraging customers to use technology to communicate, they should be provided with information on how to recognise scam communications. She and RN offered to provide examples of this.

RHG: It was **RESOLVED** that the revised ICT Strategy 2025 be approved.

3881 Revised Business Continuity Policy

The HoGA noted the changes made to the Policy following the work undertaken on Business Continuity this year and a presentation would be provided to the Audit and Risk Committee at its' January meeting.

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

3882 New Anti-Fraud and Anti-Bribery Policy

The HoGA explained the reasons for combining the two Policies.

RHG: It was **RESOLVED** that the new Anti-Fraud and Anti-Bribery Policy be approved.

3883 Revised Anti-Money Laundering Policy

The EDI commented that this was the annual Policy review which had been reviewed by Anthony Collins Solicitors.

RHG: It was **RESOLVED** that the revised Anti-Money Laundering Policy be approved.

3884 Revised Anti-Slavery and Human Trafficking Statement – Modern Slavery Act

The EDR noted the amendments made to the Statement.

RHG: It was **RESOLVED** that the revised Anti-Slavery and Human Trafficking Statement be approved.

3885 Treasury Management Policy – Refinancing Risk

The EDR summarised the report.

She advised that she expected the refinancing would be at the same price and the lenders were happy to extend.

CEAP commented on the approach being taken to extend due to the time required to go out to the market and that she was assured that this was being well managed. AM added that he was comfortable with the approach being taken.

WH stated whether this should be a conditional approval in case the refinancing charge increased. The EDR confirmed that the Revolving Credit Facilities would be renegotiated next year and where there was an increase in price legal advice would be sought as to the options available to Rooftop. She added that this was a forecast figure and may change.

RHG: It was **RESOLVED** that toleration of the increase refinancing risk in 2029/30 be approved.

3886	Revised Funders' Authorised Signatories
	RHA: It was RESOLVED that the Board Resolution as detailed in appendix 1 of the report be approved.
3887	Board recruitment 2025/26
	CEAP queried whether the applicant needed to be a current customer, which the EDR advised that legal advice had been sought and this was confirmed. The wording would be amended to read 'current customer'. The customer experience that DEH brought to board meetings was positively commented on.
	RHG: It was RESOLVED to approve:
	<ul style="list-style-type: none">i. The following skills will be recruited to for the replacement of the Customer Member due to retire in September 2026:<ul style="list-style-type: none">• having a lived experience of being a current Rooftop customer with an understanding of the challenges that face our communities (Essential)• a knowledge of the social housing sector (Desirable).ii. The proposed timeline for recruitment.
3888	External review of Board effectiveness
	RHG: It was RESOLVED that Altair as the successful candidate to undertake the review be approved.
3889	Joint meeting of the Boards Forward Plan
	RHG and RHA: Members noted the content of the Joint meeting of the Boards Forward Plan report.
3890	Any Other Business
	This was minuted separately.
	There being no other business the meeting closed at 1.26 pm.