# 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 20 May 2026 at 70 High Street, Evesham and electronically

| | | | |
|---|---|---|---|
| **Members present:** | Sally Higham (Chair) | Boris Worrall | Group Chief Executive (GCE) |
| | Richard Newton (Vice Chair and Senior Independent Director) (RN) | Mark McEgan | Executive Director - Customer (EDC) |
| | Lenna Cumberbatch-Nichols (LCN) | Sam Morgan | Executive Director - Resources (EDR) |
| | Daisy Halford (DEH) (via Teams) | Rebecca Pitt | Executive Director - Property (EDP) |
| | Wayne Harris (WH) | Andrew Ledger | Head of Governance and Assurance (HoGA) |
| | Ciara McMillan (CM) | | |
| | Alykhan Meghani (AM) (via Teams) | | |
| | Andrew Palmer (AP) | Ben Richards | Head of Finance (HoF) (part) |
| | Gwyneth Sherriff (GS) | Alex Morgan | Savills (AMor) (part) (via Teams) |
| | Anna Moore (AMo) (via Teams) (part) | Joe Atkinson | Savills (JA) (part) (via Teams) |
| | | John Akinjomo | Interim Project Manager (IPM) (part) |
| | | David Hall | Head of Lettings, Income and Resolutions (HoLIR) (part) |
| | | Ruth Organ | Governance Manager (GM) (minutes) |

**Action**

**3958 Apologies for absence**

There were no apologies for absence received. AM, DEH and AMo joined the meeting via Teams.

GS was welcomed to her first board meeting.

**3959 Declarations of interest**

There were declarations made by: GS for item 4 the Appointment of new Member: RHG and RHA Boards, the GCE for item 5.5 on the Group Chief Executive targets for 2026/27 and all Members on items 9.1 the Board and Governance Effectiveness review and 9.5 Board Appraisal process for 2026. Where members served on other bodies, their declaration of interest was taken as read.

**3960 Any Other Business items**

There were no Any Other Business items raised.

**3961 Appointment of new Member: RHG and RHA Boards**

**RHG:** It was **RESOLVED** that the formal appointment of Gwyneth Sherriff as Board Member of RHG and RHA with effect from 20 May 2026 for a fixed term of three years be approved.

| | | Action |
|---|---|---|
| **3962** | **Draft minutes of the joint meeting of the Boards of RHG and RHA held on 25 March 2026** | |
| | Minute number 3933 - AMo queried whether the cladding costs in the Financial Business Plan (FBP) were assumed at 100% grant funded. The EDR confirmed that the funding was included but not the overall costs which would be stress tested against. | |
| | **RHG and RHA:** It was **RESOLVED** that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 25 March 2026 be approved. | |
| **3963** | **Outstanding Actions list** | |
| | **RHG and RHA:** Members noted the progress on the Outstanding Actions list. | |
| **3964** | **Minutes of the meeting of the Board of RHL, 26.03.26** | |
| | The HoGA noted that confirmation from the Financial Conduct Authority was due on the requested formal cancellation of RHL. | |
| | **RHG:** Members noted the content of the minutes of the meeting of the Board of RHL held on 26.03.26. | |
| **3965** | **Draft minutes of the Annual General Meeting of the Walker Hospital Trust, 15.04.26** | |
| | The EDC commented on the short Annual General Meeting of the Trust and how it included the annual accounts and an operational report. | |
| | **RHA:** Members noted the content of the draft minutes of the Annual General Meeting of the Walker Hospital Trust held on 15.04.26. | |
| **3966** | **Draft minutes of the Audit and Risk Committee, 22.04.26** | |
| | AM summarised the key points of the meeting which were the Awaab's Law performance and how it was hard to benchmark against other housing associations, the comfort provided to the Committee on the new Risk Appetite, the latest on the External Audit planning and a potential delay in the pensions calculation and validation, the robustness in Internal Audit data and a concern on the number of high priority audit recommendations that were overdue. | |
| | The EDR gave an update on the 19 overdue Internal Audit recommendations, which was that four were ready for follow up, three were awaiting evidence, two were awaiting information ready for follow up at the Asbestos audit planned in quarter three and 10 were still to be completed. One recommendation was not expected to be completed until September but progress on it was being tracked. | |
| | RN commented that this was an important issue and that colleagues should be mindful of the need to set appropriate and achievable deadlines. This was also a sign of a weakening control environment. The Chair and EDR both reported that this was a key part of the Regulator of Social Housing (RSH) inspection and this has been highlighted as a weakness for Rooftop at the last inspection. The EDR added that Heads of Service were being asked to review whether the recommendations being raised were appropriate and what were achievable deadlines to complete them by. The GCE suggested that given the update and Board concern, the Board should be updated on progress at the next meeting. | **HoGA** |

Action

**RHG:** Members noted the content of the draft minutes of the Audit and Risk Committee meeting held on 22 April 2026.

**Recommendation: Discharge of Audit and Risk Committee responsibilities for Q4 2025/26** - see minute number 3966.1 for board approval.

**Recommendation: Revised Risk and Assurance Policy and Framework** - see minute number 3982 for board approval.

**Recommendation: Annual review of the Audit and Risk Committee terms of reference and effectiveness** - see minute number 3990 for board approval.

**3966.1 Recommendation: Discharge of Audit and Risk Committee responsibilities for Q4 2025/26**

**RHG:** It was **RESOLVED** that the work of the Audit and Risk Committee during Q4 2025/26 be approved.

**3967 Draft confidential minutes of the Remuneration, Nominations and Performance Committee, 27.04.26, including the Group Chief Executive targets for 2026-2027**

This item was minuted separately.

**Recommendation: Board appraisal process for 2026** - see minute number 3991 for board approval.

**3968 Draft minutes of the meeting of the Customer Strategy Group held on 19 March 2026**

DEH summarised the key points of the meeting which were a governance presentation by the GM which the Group found to be insightful and a discussion on the Annual Plan 202526 and self-assessments against the RSH Consumer Standards with the EDC. She added that the Group was doing good work, although there were some teething problems.

**RHG:** Members noted the content of the draft minutes of the meeting of the Customer Strategy Group (CSG) held on 19 March 2026.

**3969 Executive overview reports**

The GCE reported that he was pleased with the year end performance of customer satisfaction and the Tenant Satisfaction Measures (TSMs) which was far better than 12 months ago. However, he added that financially performance had been significantly affected by the high cost of delivering the repairs and maintenance service. In the year ahead he stated that levels of customer satisfaction would need to be sustained and financial headwinds addressed accordingly. A joint plan on voids with Mears Group was expected in July or September and that it would be critical to monitor and manage costs within the new contract. There was also the need to deliver against sales targets.

The GCE commented on his confidential report update which was minuted separately.

**Action**

AP noted the financial pressures across the sector and recognised the work that was required to meet the EBITDA-MRI median target of the sector. The Chair commented on the void loss performance and the need to make improvements in this area. AM added that it was difficult for Rooftop at this time with possible trade off decisions that would need to be made within the financial context.

**3969.1 Customer overview**

The EDC summarised his report.

In response to a query from WH the EDC advised that contractors were assisting in improving the poor condition of gardens at some void properties and that key issues on the condition of properties were being picked up at the Home and Tenancy Check ins. These also included safeguarding issues such as hoarding.

CM queried the reduced opening hours for reception and whether an open reception was still required as drop in sessions could be held within communities. The EDC explained that the Executive Team had discussed this and felt that a physical presence on Evesham High Street was still required. The drop in sessions would be trialled at head office with later consideration on moving them out to the key communities.

**3969.2 Property overview**

The EDP gave an update on Harrington Court, Worcester with a successful meeting held with Worcester City Council who was willing to assist Rooftop with finding customers alternative accommodation. An event was being held at Worcester City Library to communicate the alternative accommodation plan to customers.

She also reported that 146 of the Social Housing Decarbonisation Fund Wave 2 (SHDF2) programme of works had been Trustmark lodged, with two works failing the process. However, she was working with the Department of Energy Security and Net Zero (DESNZ) on the possibility of still obtaining grant for the works to these two properties.

In response to a query from AP on the delays to the developments and the pressure this put on the FBP the EDR confirmed that the majority of the delays were recorded within the FBP. However, a review into the impact of delayed development handovers and associated rental loss against the finances would be undertaken.

The EDP confirmed to RN that the cost of the two failed lodgements was approximately £30K (£15k each).

RN queried the risk in how asset data was currently stored, which the EDP advised was currently low. The HoGA added that the data was usable but that the current system was not efficient as it did not utilise the core Housing Management System.

AM left the meeting.

WH commented positively on the progress with the lodgements. He also asked about the confidence in obtaining the Deed of Variation for the Parsons Gardens unsold stock. The EDP reported that she was confident with the process and the legal documents were ready to go as soon as the Deed was approved through the planning process.

**Action**

AM rejoined the meeting.

AMo noted that SBS should take on the cost of the two failed lodgements, that DESNZ would be concerned with any cloning of data and suggested the possibility and potential of investment partnerships.

**3969.3 Resources overview**

The EDR noted the recent decrease in inflation but that it was expected to be short lived.

She reported that before the pre year end adjustments the performance was within covenant targets and a forecasted EBITDA-MRI of 80%. She also noted the budget adjustments table within the report.

There was a discussion on the Platform Property Care (PPC) balancing charge that was expected soon and how some invoices had been delayed payment due to outstanding queries on them.

LCN asked that the colleague Key Performance Indicator (KPI) targets be increased based on the figures being reported. The EDR agreed to review these, especially in light of the increased data received by the HR team from colleagues. **EDR**

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

**3970 Q4 2025/26 Risk update**

The HoGA noted the top rated risks in the report.

The Chair left the meeting.

The HoGA reported that the direction of travel was positive and how the new Risk Appetite dashboards would be further refined and calibrated with additional information at the next meeting.

The Chair rejoined the meeting.

There was a discussion on the need for assurance to be included in the commentary, especially against the Health and Safety risk and when it should be provided. The HoGA explained the challenges faced when trying to benchmark reporting against Awaab's Law. DEH noted a recent case of multiple visits by a contractor and whether there was a root cause investigation into the Damp, Mould and Condensation issues. CM asked for commentary only on the red reported risks which should include the planned resolution and timescale. The GCE agreed that the Awaab's Law reporting was difficult, especially in the current transition between PPC and Mears Group but this was an ongoing item reported to the Audit and Risk Committee and expected it to improve as Mears Group had efficient processes in this area.

GS queried the testing of systems between Mears Group and PPC and when customers would be informed of the changes. The GCE confirmed that there was a detailed Communications Plan in place with a customer update due shortly when Mears Group took over some of the repairs from PPC on 1 June. Another update would be provided before the 1 July go live date.

| | | Action |
|---|---|---|
| | CM noted her concern on the increased cyber attack risks of using third party systems and how this was being monitored. The EDR gave an example of one of these incidents that the ICT team resolved swiftly by isolating the responsible laptop. She confirmed that a risk walk through on this area would be provided at the next Audit and Risk Committee meeting. LCN asked about the backup plan in the case of a cyber attack through the Mears Group system. The EDR agreed to undertake a review on its software. | EDR |
| | RN offered his thanks to the HoGA and his team on their work over the past 12 months in the improved reporting of risk. | |
| | **RHG and RHA:** Members noted the content of the Q4 2025/26 Risk update report. | |
| **3971** | **Annual Plan and Corporate Plan outturn 2025/26** | |
| | The EDR noted the positive TSM target performance, which RN praised the Executive Team on this. However, the EDR commented that the KPIs were less positive for the previous year as this was mainly impacted by the performance of PPC. She advised that the Corporate Plan progress table in the report would be included in future quarterly monitoring to inform the Board further. Of the 10 objectives eight had been completed with the Supported Housing review ongoing and the garage review an annual objective as the work required had been underestimated. She noted that it was a positive outcome for the year. | |
| | LCN praised the performance on the TSMs and objectives. | |
| | It was discussed how the Corporate Plan objectives should be reported on a quarterly basis by forecasting against whether they were expected to be achieved using trends and visuals. The EDR added that she would also link them to the relevant Strategic Risks. | EDR |
| | **RHG and RHA:** Members noted the content of the Annual Plan and Corporate Plan outturn 2025/26 report. | |
| | AMo left the meeting. | |
| **3972** | **Revised Treasury Strategy** | |
| | AMor, JA and the HoF joined the meeting. | |
| | A presentation was given on the current treasury position, key risks and proposed Strategy. | |
| | In response to a query on stress testing by RN the EDR advised that testing had been undertaken on disposals risk. Future implications in regard to disposals and the effect it had on rental income would also be reviewed. | |
| | JA explained how being under 100% for EBITDA-MRI was not uncommon and the sector average was currently below 90%. However, it was important to have a positive trajectory to reach the 100% target as this would impact on the pricing as part of a credit assessment. He added that there were very competitive lending offers in the market which would assist to underpin the FBP. | |

**Action**

There was a discussion on the proposed future funding requirement of up to £60 million and whether this figure was too high. AP noted the regular slippage in development programmes and expenditure requirements for asset management. He stated that he understood the Strategy and supported the principles but was unsure about the £60 million figure and would like to see all options explored. AMor agreed that this figure could change in six to eight months and the importance of getting the right balance before the competitive funding options decreased. The Chair commented on the drop in sales in the South West and the EDR added that there were questions being received from the RSH on sales performance in the quarterly returns. AM suggested that the £60 million was a prudent figure but queried the 10-15 years period. AMor responded that the £60 million would provide Rooftop the ability to draw down over time. JA highlighted the table of options available to Rooftop at section 8.3.3 of the Strategy. AM suggested splitting the £60 million into two funding packages, which AMor agreed was an option. The EDR directed Members to the long term funding recommendation in the FBP report following this item.

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

AMor and JA left the meeting.

**3973 RHG Financial Business Plan May 2026 (Confidential)**

This item was minuted separately.

The HoF left the meeting.

**3974 Completion of Achieving Excellence Together Programme (AETP)**

The EDC noted the completion of the Programme thanks to the work of his teams and across the whole organisation. He commented that the voids and Work In Progress (WIP) performance would be carried across into Phase two of the Programme as part of continuous improvement. He noted the case studies in the Reading Room on Diligent as examples of the improvements made and the positive impact to customers. He expected a discussion with the RSH in the autumn in regard of the C1 regrade.

LCN commented positively on the improvements made including the increase in recorded vulnerabilities of customers. The EDC explained how having a Policy in place was key to the improvements and how the Contact team were asking the questions in a non-offensive way or through just listening to the customer. How the information was used was the next step in tailoring communication to customers.

LCN asked that the word 'disclose' should be replaced with the word 'share' as this was a more positive word to use. **EDC**

In response to a query from GS the EDC explained the general customer training provided to his teams and that the Phase two Programme would include a review as to whether this training had been successful in its delivery. GS noted the importance of having a customer perspective within the training so that discussions could be held in a safe place before processes were implemented. The EDC confirmed that customers were being involved more in key processes and this would be expanded as part of Phase two of the Programme.

…………………………………………………………………

**CHAIR**

**Action**

CM commented on the excellent work completed and queried how the impact of the changes and delivery of service was being recorded. The EDC confirmed that there was a Real Stories campaign running to capture the improvements that customers were receiving through the Programme completion.

WH noted the previous issue of colleagues 'walking by' problems and how this had improved through the creation of the Programme.

**RHG and RHA:** Members noted the content of the Completion of Achieving Excellence Together Programme (AETP) report.

**3975 Repairs and Maintenance mobilisation project**

The IPM joined the meeting.

The IPM gave a summary of the presentation including the current focus for the Project, which was testing the Mears Group system and the training of Rooftop colleagues in its' processes. A transition on ownership of repairs cases would occur from 1 June between PPC and Mears Group but PPC subcontractors would continue to complete older WIP cases until September.

The IPM explained how the current contact centre would be used initially to handle customer calls but there was an ambition to provide alternative options to customers in reporting their repairs in the longer term.

The risk of not achieving Gateway five - Systems and data prepped ready for testing was discussed and how the impact would be the effect on colleagues confidence. However, the IPM advised that there were opportunities to work with colleagues on their concerns before the 1 July go live date.

The Chair advised that she was still in touch with new PPC Chair who was open to provide assistance so that the transition was as smooth as possible for Rooftop.

In response to a query from DEH on the training of those PPC staff moving across to Mears Group the IPM confirmed that a robust induction would be undertaken with shadowing of Mears Group operatives initially. Rooftop would also share with Mears Group the Rooftop customer service approach. Surveys would be undertaken after each repair to pick up on any issues.

In response to a query from GS on the performance of subcontractor operatives the IPM explained how they would complete an onboarding process with Mears Group so that they were following the correct processes.

AP commented that Rooftop was in a strong position and praised the Executive Team as the work involved in this Project should not be underestimated. He asked for progress updates in the next month which was agreed to by the GCE. CM and WH noted that they met with the GCE weekly between Project Board meetings and that the type of update emails he shared with them could be shared with the wider Board. **GCE**

The Chair thanked the IPM for his presentation and progress being made in the Project.

The GCE advised that the Chief Executive Officer of Mears Group would be attending the next board meeting.

…………………………………………………………………………

**CHAIR**

| | | Action |
|---|---|---|
| | **RHG and RHA:** Members noted the content of the Repairs and Maintenance mobilisation project report. | |
| | The IPM left the meeting. | |
| **3976** | **St Oswald's Park update** | |
| | There was a discussion held on the proposed scheme. | |
| **3977** | **Customer Voice** | |
| | The EDC summarised the report. | |
| | LCN requested that the charts in the report be improved as they were illegible in their current format. | **EDC** |
| | **RHG and RHA:** Members noted the content of the Customer Voice report. | |
| **3978** | **Compliance, Health and Safety report to 31 March 2026** | |
| | The HoGA highlighted the key areas of the report including Awaab's Law compliance performance and the dashboard setting out areas of non-compliance. | |
| | There was a discussion into the reason for the non-compliance on Gas Safety over the last four months, which was due to ongoing No Access issues at one property and the process that was required to be followed. CM asked what could be done to resolve this issue and whether a longer lead time for checks be explored for those customers with identified vulnerabilities. The EDP advised that she did not have the specific dates of when this issue was expected to be completed. The GCE advised that this would be provided to the Board by email. | **EDP** |
| | There was a discussion on the need for improved tracking on Fire Risk Assessment actions and a challenge to contractors as to when these would be completed, especially if there was a risk to customers safety if these actions were not resolved swiftly. The EDP agreed to review this area of performance and a report would be presented to the Audit and Risk Committee for its scrutiny. WH added that he had suggested that Mears Group hold some blank fire doors in stock so that a temporary fix of the issue could be made. | **EDP** |
| | **RHG and RHA:** Members noted that content of the Compliance, Health and Safety report to 31 March 2026. | |
| **3979** | **Customer Complaints annual review** | |
| | The HoLIR joined the meeting and the EDR left the meeting. | |
| | The HoLIR noted the minor amendments to the Policy which were for clarity against the Housing Ombudsman's Complaint Handling Code and to address a minor Internal Audit recommendation. He added that the Policy may require further amendment in respect to the upcoming Social Tenant Access to Information Requirements (STAIRs). | |
| | The EDR rejoined the meeting. | |

The HoLIR commented on the learning being undertaken from complaints cases including any characteristics to service failures and the Board statement within the Annual Report. He added that CM as Member Responsible for Complaints (MRC) had asked for the one slide presentation on the progress made by the Complaints Resolution team in the year. He also noted that at the monthly meetings with the EDC, the MRC and himself the MRC role checklist was now being used in order to have constructive discussions in this area.

DEH stated that the CSG had been working positively with the HoLIR on customer complaints performance.

It was discussed how for repairs customer complaints the failure was generally where commitments had not been met. CM explained that this was area that Rooftop needed to work closely with Mears Group and hold it to account on its' performance. The HoLIR added that he was reviewing the Stage 2 cases as to the findings and what was upheld from the Stage 1 complaint. It was also noted by him that regardless of the number of complaints received around 50% of them would always be repairs related.

An Anti-Social Behaviour complaint case was commented on and how, in future, formalisation of a communications plan with the customer would be agreed as to the information required from them to review whether there was a case for eviction.

The Chair thanked the HoLIR for his report and presentation.

**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 by email from AMo.

The HoLIR left the meeting.

**3980 Health and Safety annual review**

The EDP noted the minor changes to the Policy and the focus on fire safety, Awaab's Law compliance and an updated Health and Safety Strategy in this year. She added that Rooftop would be working with Mears Group to strengthen the commitment to positive Health and Safety practice with a CDM Advisor included as part of the contract agreed with Mears Group.

**RHG:** It was **RESOLVED** that the revised Health and Safety Policy and Statement be approved. This included approval by email from AMo.

**3981 Revised Disposals and Change of Use Policy**

The EDP noted the clarifications made within the Policy.

The GCE read out AMo's emailed comment in regard to her concern that defaulting to using auctions to dispose of properties could result in a lower sales figure achieved. The EDP explained that the approval process included a review of the most suitable disposal option for each property and that this was debated by the Good Quality Homes Panel.

Action

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

**3982 Revised Risk and Assurance Policy and Framework**

The Chair left the meeting.

The HoGA explained how the main changes were within Appendix two of the Policy in regard to the Golden Rules and Risk Appetite Measures 2026.

RN noted the work on the Risk Appetite which the Audit and Risk Committee had reviewed. The HoGA confirmed that he was not reporting any high Risk Appetites in the document and that a further review on them would be undertaken at the October Board Strategy risk workshop.

The Chair rejoined the meeting.

CM commented that data was set at a low Risk Appetite but cyber should be set at a medium Risk Appetite and that these should be separated accordingly. The HoGA confirmed that this could be amended and reflected within the Early Warning Indicator calibrations. It was agreed that this be further discussed at the risk workshop in October. **HoGA**

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

**3983 Revised Financial Regulations**

The EDR commented on the minor amendments made to the document.

**RHG:** It was **RESOLVED** that the revised Financial Regulations be approved. This included approval by email from AMo.

**3984 Extension to the Customer Strategy Group Terms of Reference annual review**

The GM explained the reason for the delay to the annual review.

LCN queried whether it was just the Terms of Reference review requiring the delay or the annual review of the work of the CSG as well. The GM confirmed that these were interlinked so both would be delayed and as the CSG had only first met in September 2025 this would allow a full year of performance to be reported on.

**RHG:** It was **RESOLVED** that an extension to the Customer Strategy Group Terms of Reference and annual review to January 2027 at the latest be approved.

**3985 External Auditor appointment for Warm Homes: Social Housing Fund Audit**

**RHG:** Members noted the content of the decision taken report.

**3986 Disposal of The Hawthorns, Evesham**

**RHA:** Members noted the content of the decision taken report.

**3987 Board and Governance Effectiveness review (Confidential)**

This item was minuted separately.

……………………………………………………………………

**CHAIR**

**Action**

**3988 Regulator of Social Housing (RSH) framework: self-assessment 2025/2026**

The EDC advised that his team had been working on the Consumer Standards self-assessment since January with a gap analysis also undertaken against the Standards. The EDR reported that the Economic Standards were due to be revised by the RSH this year, with the Rent Standard already updated. She added that there had been an improvement in the approach to Value for Money reporting this year. A review of the self-assessments against the Standards and against the Sector Risk Profile (SRP) would be undertaken later in the year by the Executive Team and Leadership Team jointly. This would be in order to improve the engagement against these documents and for more linkage to the SRP as well as to see where there were any gaps that needed to be actioned.

CM commented that the CSG owned the Consumer Standards self-assessments and how this added value to the Board in this area.

**RHG and RHA:** It was **RESOLVED** that compliance with the Regulatory Standards for a statement to be included in the 2025/26 annual accounts be approved.

**3989 NHF Code of Governance (2020) annual compliance for 2025-26**

The GM explained that she had completed the self-assessment and that the HoGA had reviewed it to confirm compliance against the NHF Code of Governance (2020). She added that the NHF had reported that its' Code of Governance was being reviewed later this year.

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

i. Approve the completed 2025-2026 self-assessment of the Group's compliance with the NHF Code of Governance (2020); and
ii. Agree to publish a statement declaring full compliance in the annual financial statements for 2025-2026.

**3990 Annual review of the Audit and Risk Committee terms of reference and effectiveness**

The GM advised on the minor amendments in the Terms of Reference and that it may require further amendments depending on the result of the future Board and Governance Effectiveness review discussions. She noted the one comment on the effectiveness review which was in regard to keeping the Committee aware of topical, legal and regulatory issues and how this would be added as an agenda item for future Committee meeting agendas.

**RHG:** It was **RESOLVED** that the proposed amendments to the Audit and Risk Committee terms of reference be approved.

**3991 Board appraisal process for 2026**

The GM noted the delay in the appraisal process due to the Board and Governance Effectiveness review and what amendments she had made, mainly to the templates. Appraisals had now been booked for next month and documents would be sent out shortly for completion ahead of these appointments.

**RHG:** It was **RESOLVED** that the process and associated revised templates for the Board Member Appraisal 2026 (to be implemented from June 2026) be approved.

Action

**3992 Joint meeting of the Boards Forward Plan**

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

**3993 Any Other Business**

CM asked the GM to review the new Artificial Intelligence (AI) option on the Diligent software and possibly pilot it. LCN gave an example of a case where someone had tried to summarise their board papers using AI and not used a secure site to do it. **GM**

The GM asked Members to update their Diligent software if they had not done so already and to also update their devices to the latest operating software.

There being no other business the meeting closed at 1.14 pm.

………………………………………………………………………

**CHAIR**