

**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 15 July 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) (via Teams)	Sam Morgan	Executive Director - Resources (EDR)
	Wayne Harris (WH)	Rebecca Pitt	Executive Director - Property (EDP)
	Ciara McMillan (CM)	Andrew Ledger	Head of Governance and Assurance (HoGA)
	Alykhan Meghani (AM)		
	Anna Moore (AMo)		
	Andrew Palmer (AP) (via Teams)		
	Gwyneth Sherriff (GS)		
		John Akinjomo	Interim Project Manager (IPM) (part)
		Lucas Critchley	Mears Group (LC) (part)
		Stuart Hitchman	Head of Digital and ICT (HoDICT) (part)
		Ruth Organ	Governance Manager (GM) (minutes)

		Action
3994	Apologies for absence	
	There were apologies for absence received from Daisy Halford (DEH). LCN and AP joined the meeting via Teams.	
3995	Declarations of interest	
	There were declarations made by all Members on items 8.1 to 8.3 (minute numbers 4018 – 4020). Where members served on other bodies, their declaration of interest was taken as read.	
3996	Any Other Business items	
	There were no Any Other Business items raised.	
3997	Draft minutes of the joint meeting of the Boards of RHG and RHA held on 20 May 2026	
	RHG and RHA: It was RESOLVED that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 20 May 2026 be approved. This included approval by email from DEH.	
3998	Outstanding Actions list	
	RHG and RHA: Members noted the progress on the Outstanding Actions list.	
3999	Draft confidential minutes of the Remuneration, Nominations and Performance Committee, 30.06.26	
	This item was minuted separately.	

.....
CHAIR

Recommendation: Boards and Committees size review (Confidential) - see minute number 4018 for board approval.

Recommendation: Annual Appointments to Office - see minute number 4019 for board approval.

Recommendation: Board Succession plan 2026 – 2031 - see minute number 4020 for board approval.

Recommendation: Annual review of the Remuneration, Nominations and Performance Committee terms of reference and effectiveness - see minute number 4021 for board approval.

4000 **Draft minutes of the Audit and Risk Committee, 01.07.26**

AM highlighted the key discussions from the recent meeting which included data, improvements in the completion of internal audit recommendations and the continued scrutiny in Awaab's Law compliance.

RHG: Members noted the content of the draft minutes of the Audit and Risk Committee meeting held on 1 July 2026.

Recommendation: Discharge of Audit and Risk Committee responsibilities for Q1 2026/27 - see minute number 4000.1 for board approval.

Recommendation: Annual Reports and Financial Statements for the year ended 31 March 2026 - see minute number 4014 for board approval.

4000.1 **Recommendation: Discharge of Audit and Risk Committee responsibilities for Q1 2026/27**

RHG: It was **RESOLVED** that the work of the Audit and Risk Committee during Q1 2026/27 be approved. This included approval by email from DEH.

4001 **Draft minutes of the meeting of the Customer Strategy Group held on 18 June 2026**

The GM read out a summary of the meeting that DEH had provided.

RHG: Members noted the content of the draft minutes of the meeting of the Customer Strategy Group (CSG) held on 18 June 2026.

4002 **Executive overview reports**

The GCE provided an update to the Board from the recent engagement meeting held with the Regulator of Social Housing (RSH). Assurance was still required on repairs performance, Awaab's Law and customer experience of the new repairs contract before a Consumer regrade was to be considered. However, he reported that it had been a good meeting and they were supportive of the work of Rooftop over the last 18 months.

The customer perception of the repairs service was discussed and how customers were being informed of the change in contractor and how there was a potential gap in differentiating between a previous repair undertaken by Platform Property Care (PPC) and a new one by Mears Group.

AP raised a question on the confidential Growth Strategy agenda item which was minuted separately.

AP commented on the successful change in Repairs and Maintenance contract and how the void issues should be reviewed against possible quick fixes and longer term resolutions. The Chair suggested that this be discussed later as part of the Voids Action Plan item.

The HoGA noted how Mears had initially been using its' national Task Team to set up the Rooftop service and that getting consistent service going forward was important with new Evesham operatives being trained and brought into the team. He added that there was confidence that the data being collected as part of the new contract would enable a robust challenge of Mears performance and the root cause of any issues highlighted by customer feedback.

4002.1 Customer overview

The EDC summarised his report including the development of annual reports on Allocations and Lettings and Neighbourhoods performance as expected by the RSH Consumer Standards.

RN queried the purpose to the Board of these annual reports which the EDC responded was to generate debate on performance, suggested improvements and for assurance.

The EDC advised WH that the Head of Customer Experience was working on a plan to tailor services to customers based on their profiles.

CM suggested that in future these annual reports should be presented to the CSG, or any future form of committee, for their review and their recommendations to the Board, along with any action requests, which the EDC agreed with.

EDC

There was a discussion on the planned pause on internal transfers for customers and the careful handling of communications as this could upset customers. The EDC confirmed that it was subject to customer consultation and would initially only be for a three month period and where there was the greatest need.

In response to a query from RN on the wellbeing risk reporting, the EDC advised that this was a recommendation from a recent Internal Audit and there was no risk to customers in regard to it.

4002.2 Property overview

The EDP commented on the current status of the Heads of Service in the Property Directorate and staffing impact, the planned changes being made to the roles ahead of recruitment and how the Deed of Variation for the change of tenure at Parsons Gardens was now with Worcestershire County Council for signing.

The EDP advised AM that the Asset Performance Evaluation (APE) Model had been delayed and was now expected to be presented to a later meeting for discussion.

The EDP also explained that Octopus Capital Limited was interested in investing with Rooftop within the Gloucestershire area.

RN offered support from the Board in regard to the current resources issues.

The EDP confirmed that the component replacements that PPC had not completed this year would be passed onto Mears.

LCN commented on the progress with partnerships and the resources issue within the directorate. The EDP advised that this was being backfilled with temporary arrangements and the Head of Lettings, Income and Resolutions (HoLIR) was taking the lead on voids.

There was a discussion on possible strategic partners to purchase properties due for disposal and the limitations on this option due to the age and the cost of repairs required of older properties.

It was noted how voids works were now being undertaken by Mears who was committed to reducing the backlog but progress would be dependent on its own capacity. The EDP added that a new Head of Service being in charge would bring a fresh view on how to deal with the voids process in general.

In response to a query from GS on the review of developer performance the EDP confirmed that a new build satisfaction survey was sent out to customers within six months of moving into the new properties. This would provide Rooftop with the necessary data to ascertain their performance and whether they should be included in future development scheme tenders. The Development team also fed back on contractor performance which would be used when considering future schemes.

4002.3 Resources overview

The EDR summarised the report noting the recent decrease in inflation.

WH queried the high number of vacancies which the EDR responded was due to new posts being included in the establishment but not yet recruited to. However, she advised that there was no colleague turnover recorded for June.

The Internal Audit recommendations tracker information was discussed and the reasons for the delays to the highly important recommendations. AM added that this had been flagged at the recent Audit and Risk Committee meeting and that it was monitoring this performance.

The EDP provided an update on the progress of property sales at Owen Street, Hereford; Bridge Street, Worcester; Priest Lane, Pershore and The Hawthorns, Evesham. There was a delay in the sale of the keyworker accommodation at Weston General Hospital which was the biggest risk in regard to sales this year. She noted that typically loss of rent at Yates Court would be recovered on completion of a sale.

The EDR reminded Members that an update on procurement was reported to the Board within the quarterly monitoring pack, with the next one due to be published on 14 August.

CM queried how Rooftop was preparing for Social Tenant Access to Information Requirements (STAIRs), which the EDR advised would be reported to the Audit and Risk Committee and would include a new post within the ICT team to monitor these requests. The GM added that a report was due to be presented to the September board meeting.

The mental health issues affecting colleague sickness was discussed. The EDR offered to provide more benchmarking, whilst LCN noted that this was being seen across all sectors in the post COVID-19 environment.

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

4003 Customer satisfaction, Performance and Risk update

Customer satisfaction – the EDC reported that Rooftop was slightly under target but this was an improving trend on last year, that Grounds maintenance was a new target which was set at a high level and the introduction of a new Anti-Social Behaviour (ASB) survey for those customers who had reported it. He added that the ‘Satisfaction with our approach to handling complaints’ Tenant Satisfaction Measure was performing higher compared to the related transactional survey.

RN asked about the drivers behind performance, which the EDR advised was due to policy and people issues. The EDC also confirmed that the data from the ASB surveys would be reported to the CSG.

Performance – the EDR advised that some data from PPC was still being awaited. However, she shared the latest Key Performance Indicator (KPI) figures up to 30 June where available, with ‘Average call waiting time’ now within target. She also advised that the ‘Home and Tenancy Check-Ins’ Indicator was not achievable within current resources and was in discussion with the EDC. It was noted that it was set so that every property had a visit in three years and that this would account for 600 visits to be completed monthly.

In response to a query from AMo on the costs for meeting the 2030 ‘Homes at EPC Band C and above’ deadline the EDR confirmed that this was included in the Financial Business Plan (FBP) but there was an understanding that not all properties would meet this target owing to access and cost caps. The EDP added that the new Head of Service would be reviewing the approach taken in this area.

The EDP explained that the one property with an overdue Gas Safety Check was still to be accessed with legal action underway, but Rooftop was compliant with its Policy and what other intervention could be taken in this circumstance would be reviewed.

Voids Action Plan – the EDP explained how there were weekly check in meetings to discuss performance and that the Mears inspections were in transition following the beginning of the new contract. The Policy was also being updated along with a review of the Lettable Standard and a customer guide provided.

There was a request for realistic timelines, clarity of deliverables in the Plan, priority of tasks, the effect of the transition to the Mears operation, capacity levels and how progress would be evidenced. The GCE suggested that the HoLIR should present the Plan at the next board meeting with a focus on ‘past month’ and ‘month ahead’. The EDP advised that the burndown plan was dependent on Mears capacity and agreed to review and revise the Plan to make it clear what was being achieved from it.

The EDP commented that there was an action to review Mears’ progress on a monthly basis and that the focus was to complete the older cases followed by a review of duties and responsibilities.

The Chair and GCE left the meeting.

EDP

Risk – there was a discussion on the lag on reporting of ICT breaches, the need for proactive testing against cyber risks and being precise on the Core Customer data. The HoGA advised that a deeper dive on the Board’s data Risk Appetite could be held. CM added that holding Stock Condition data on a spreadsheet was a big risk to the organisation.

The Chair and GCE rejoined the meeting with the IPM and LC so it was agreed to postpone the rest of the risk discussion until after the Repairs and Maintenance update.

4004 Repairs and Maintenance update

The IPM reported that the contract had gone fully live on 1 July, sessions had been held with Mears operatives and Rooftop colleagues, recruitment had gone well and Mears was positive with the engagement of Rooftop. He added that the new contract provided a greater level of visibility for Rooftop.

LC gave a presentation on the mobilisation of the contract from the Mears perspective and future plans including lessons learned over the first few months of the contract and a workshop on horizon scanning to be arranged for November or December.

The Chair thanked LC for attending the meeting which meant a lot for Rooftop and the value of the contract.

WH commented that it was great to see the progress being made already and whether virtual depots was still an area that it planned to explore. LC noted that he was not convinced that this was an option for Mears as it employed local people to work out of local bases. However, there were aspects that could be done virtually, for example business intelligence.

Thanks was given to the IPM by the Chair for his work on the project.

The IPM and LC left the room.

The GM read out a comment from DEH on her positive experience of a Mears repair undertaken at her property.

RHG and RHA: Members noted the content of the Repairs and Maintenance update report.

4003 Customer satisfaction, Performance and Risk update (continued)

Risk update – LCN highlighted the risk with the lack of infrastructure on the use of Artificial Intelligence (AI) by colleagues.

The HoGA noted that there were key aspects that were cross cutting between risk categories and would reflect on how the report could be developed accordingly.

RHG and RHA: Members noted the content of the Customer satisfaction, Performance and Risk update.

4005 Funding update

The EDR summarised the key points of the report.

In response to a query from AM on the cost, resilience and liquidity requirements the EDR commented that it was likely that Rooftop would look for at least £50 million in funding as this was the lowest level the banks were likely to bid for. AM suggested looking at alternative models in order to raise debt in the longer term but stated that he was supportive of the report.

WH queried the fee if funds were not fully drawn which the EDR advised would be available when the offers were received, but Rooftop would always draw the full amount of the funds available to it.

The EDR explained how the FBP had been updated with the new development scheme (Boat Lane, Evesham) due later on this agenda and the additional costs for funding. It also showed the remodelled EBITDA-MRI trajectory to 100% which Savills had advised was a comfortable position for funding discussions.

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

- i. To enter into negotiations with funders for the arrangement of a new loan facility of up to £60 million, to be in place by December 2026.
- ii. Additional budget of £820,000 to cover the funders' arrangement fee and legal costs.
- iii. Increase the parameter for long term funding in the Financial Business Plan from £202 million (May 2026) to £214 million.

This included approval by email from DEH.

4006 **Good Quality Homes Strategy**

The EDP highlighted the key points of the Strategy.

Both the Chair and LCN commented positively on the combined Strategy.

AMo raised some detailed questions in regard to the definition of Net Present Value (NPV) strategically and retrofit treated as a value via the Scorecard. The Chair suggested that this be discussed separately. Boris suggested that a discussion was held at the October Board Strategy Day in regard to NPV and the APE model.

EDP

CM stated that it should be that the customer influences the Strategy, rather than just engagement/involvement and that customers should be monitoring the performance of the Strategy. The EDR suggested adding the graph from the Annual Survey on the customers priorities as these were included in the Strategy.

EDP

LCN queried the target audience for the information provided in the Strategy and Action Plan, which the EDP advised was the Board, the RSH, colleagues and customers and that this Strategy was setting the delivery trajectory over the next three years for Rooftop. LCN asked that the document was made accessible for customers.

EDC

RHG: It was **RESOLVED** that the Good Quality Homes Strategy be approved, subject to the amendments requested. This included approval by email from DEH.

4007 **Revised Growth Strategy (Confidential)**

This item was minuted separately.

The EDR left the meeting.

4008 Customer Voice

The EDC summarised the report.

The Chair thanked him for the inclusion of both the positive and negative customer comments.

The GM read out a comment from DEH on the recent Head of Service recruitment that she had been involved in and how she had made some recommendations to the process from a customer point of view.

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

4009 Complaints quarterly update

The EDC summarised the key points in the report including an increase in complaints received and the number of cases upheld at Stage 2 review.

The EDR rejoined the meeting.

AM left the meeting.

CM commented that significant work had been made on complaints handling and resolution with root cause analysis being undertaken to understand the complaints and show how Rooftop was learning from them.

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

4010 Compliance, Health and Safety report to 31 May 2026

The HoGA advised that clarity on the actual position in regard to non-compliance would be provided in future reports as single issues marked as non-compliant were generally completed within the first two weeks of the following month.

AM rejoined the meeting.

The HoGA reported on the ongoing challenge with Fire Safety as to agreeing the suitable metric for reporting on Fire Risk Assessments and Awaab's Law compliance which was expected to improve with Mears now conducting the property inspections and works.

RN added that in respect of the minor non-compliance issues it needed to be made clear in the report the actual compliance status and whether it was at an amber status.

He also queried what could be done in regard of the Awaab's Law reporting challenges which the HoGA explained would be improved with the Mears data coming through.

The HoGA confirmed to RN that the key risk for Rooftop was in regard to Fire Safety compliance.

The HoDICT joined the meeting.

		Action
	The HoGA and EDP noted that dedicated expertise from the new Heads of Service in the Property directorate would also provide improvements on the current performance. The GCE summarised his view on current compliance against the 100% requirement. WH noted that the legal obligations meant that the requirement was set at 100% but tolerance should be set at 1% - 2% lower. RHG and RHA: Members noted the content of the Compliance, Health and Safety report to 31 May 2026.	
4011	Cyber and Artificial Intelligence (AI) update The HoDICT gave a presentation on the key areas of this topic. He advised that he was responsible for AI governance but it was with all colleagues to be responsible for identifying errors in their AI output. The HoGA reported that he would be separating the cyber and data risks with the relevant Risk Appetite set based on current guidance on cyber. AP queried the process of identifying issues at weekends/holiday periods which the HoDICT explained was by the monitoring of the systems that was AI driven, with suspicious activity alerted to himself and the Infrastructure Manager and the relevant systems then shut down. This included attempts at logging into the system from other locations and multiple attempts of logging in which would lead to Microsoft accounts being locked. The HoDICT commented on how the use of AI included completing Impact Assessments which covered the use of the right language and that it was delivered in a fair and biased way. LCN highlighted the inherent biases in agent use and asked what mitigations were in place to inhibit and minimise bias in AI agent use. AMo asked for AI analysis, a Scorecard metric and how it could link with predictive repairs, which the EDR confirmed would be provided to the Audit and Risk Committee for full oversight. CM commented that cyber risk was separate to the use of AI, which Rooftop was in the early stages of using but that AI was available to all colleagues on their own devices which should trigger a discussion. The HoDICT added that software products that were being used for Rooftop also included AI within them. RHG and RHA: Members noted the content of the Cyber and Artificial Intelligence (AI) update presentation. The HoDICT left the meeting.	HoGA HoDICT
4012	Cladding update (Confidential) This item was minuted separately.	
4013	Managing Agents compliance report 2025/26 The EDC advised that this was an assurance report for the Board on the current status of this compliance area. RHG and RHA: Members noted the content of the Managing Agents compliance report 2025/26.	

4014 Annual Reports and Financial Statements for the year ended 31 March 2026

The EDR reported that the Audit and Risk Committee had reviewed the documents at its recent meeting and the final completion report from BDO would be uploaded into the Reading Room on Diligent when available as there was one going concern to be completed.

The GCE left the meeting.

AM queried any accounting changes following review by the Committee. The EDR confirmed that the treatment had been consistent in the statements for at least five years but there was a material change to the value of £5.2 million. However, this change did improve the KPIs on gearing and reinvestment.

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

- i. the Annual Reports and Financial Statements for the year ended 31 March 2026 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 by email from DEH.

4015 Revised Treasury Management Policy and Funders Authorised Signatories review

The GCE rejoined the meeting.

The EDR noted the minor changes made to the Policy and an amendment to the Appendix reference in the Authorised Signatories document from 2 to 1a.

AP queried the use of money markets which the EDR advised had been historically reviewed and that this was becoming an option for Rooftop. AP offered to provide information on short term deposit rates.

RHG: It was **RESOLVED** that the revised Treasury Management Policy be approved. This included approval by email from DEH.

RHA: It was **RESOLVED** that the updated Funders Signatories (minutes and resolution) be approved. This included approval by email from DEH.

4016 Boat Lane, Evesham

The EDP noted the key points in the report.

RN queried the timeline of this development scheme if there were issues with the funding which the EDR responded that there were options including delaying future schemes in the SP3 development programme. However, she added that the funding was not required in the short term.

The EDP advised to AM that shared ownership properties were popular in this area and although there were local connection restrictions this was for the Wychavon District Council area and not the smaller village parishes.

EDR

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

- i. entering into contract with Taylor Wimpey UK Limited for the acquisition of 63 homes including all associated infrastructure works, in the sum of £7,883,025.
- ii. a total scheme cost of £8,659,376.

This included approval by email from DEH.

4017 43/47 Maughan Street and 35/37 Wellington Road, Dudley

The EDR reported that the approval was purely in regard to a change in legal documents for the sale of the properties and this would release cash to Rooftop as part of the sale.

RHA: It was **RESOLVED** that the amendment of the overage from 100% to 50% of any uplift in value upon sale be approved. This included approval by email from DEH.

4018 Boards and Committees size review (Confidential)

This item was minuted separately.

4019 Annual Appointments to Office

GM commented that consultation had been undertaken with those Members listed for appointment and that this was a recommendation from the Remuneration, Nominations and Performance Committee for approval.

RHG and RHA: It was **RESOLVED** that the proposed annual Appointments to Office be approved. This included approval by email from DEH.

4020 Board Succession Plan 2026 - 2031

GM noted that this was an annual report advising the Board of the expected changes to the Board membership over the next six years.

RHG and RHA: It was **RESOLVED** that the Succession Plan 2026 – 2031 be approved. This included approval by email from DEH.

4021 Annual review of the Remuneration, Nominations and Performance Committee terms of reference and effectiveness

The GM explained how the Committee had formally agreed to the change of name and had reviewed its terms of reference with amendments to its' name, membership and quorate numbers and a minor change to the GCE appraisal process. She noted two issues that had been raised from the effectiveness review and how these would be reviewed over the next year.

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

- i. A change of name to the Governance and People Committee.
- ii. The proposed amendments to its terms of reference.

4022 Joint meeting of the Boards Forward Plan

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

4023 Any Other Business

The Chair commented that she had been conscious of the key areas that required discussion in the meeting and hoped that Members felt that they had been given adequate opportunity to raise questions on all reports.

LCN stated how positive and forward looking the board meetings had become.

There being no other business the meeting closed at 12.52 pm.