

**Minutes of the joint meeting of the Boards of
Rooftop Housing Group Limited and
Rooftop Housing Association Limited
held at 9.30 am on Wednesday 18 May 2022
at 70 High Street, Evesham**

Members present:	Sally Higham (Chair)	Boris Worrall	Group Chief Executive (GCE)
	Colum Goodchild (Vice Chair and Senior Independent Director) (CG)	David Hannon	Executive Director - Investment (EDI)
	Claire-Elaine Arthurs Payne (CEAP)	Sam Morgan	Executive Director - Resources (EDR)
	Myron Hrycyk (MH)	Lisa Nicholls	Executive Director - Operations (EDO)
	Paul Spooner (PS)	Caroline Allen	Head of Governance (HoG)
	Tessa Rollings (TR)	Andrew Ledger	Head of Risk and Assurance (HoRA)
	Jonathan Wallbank (JW)		
		Dan Morris	Head of Performance (HoP) (part)
		Kayleigh Sterland-Smith	Head of Finance (HoF) (part)
		Lee Ashmore	Head of Housing (HoH) (part)
		Jenny Brown	Altair Consultancy and Advisory Services Ltd (JB) (Observer)
		Ruth Organ	Senior Governance Officer (SGO) (minutes)

		Action
3232	Apologies for absence There were apologies for absence received from Daisy Halford (DEH). The Chair welcomed Jenny Brown from Altair Consultancy and Advisory Services Ltd to the meeting who was observing as part of the external governance review.	
3233	Declarations of interest Where members served on other bodies, their declaration of interest was taken as read.	
3234	Any Other Business items There were no additional Any Other Business items raised.	
3235	Draft minutes of the joint meeting of the Boards of RHG and RHA held on 23 March 2022 RHG and RHA: It was RESOLVED that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 23 March 2022 be approved.	
3236	Outstanding Actions List RHG and RHA: Members noted the progress on the Outstanding Actions List.	

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CHAIR

- 3237 Draft minutes of the Walker Hospital Trust AGM held on 8 April 2022**
RHA: Members noted the contents of the draft minutes of the Walker Hospital Trust AGM held on 8 April 2022.
- 3238 Draft minutes of the Audit and Risk Committee held on 13 April 2022**
 CEAP highlighted the discussions held at the meeting including the positive outcomes of the Health and Safety internal audit and the improvements being made, the positive direction of travel in assurance, a productive discussion on the people risk, building flexibility into the audit programme, suggested improvements to the induction for new Committee members and reviewing risk appetite on a more regular basis.
 CG commented that although there were two 'not effective' controls in the Health and Safety audit, he was reassured by CEAP's comments. He added that there were four controls which were effective and that this was an improvement from the last Health and Safety audit undertaken. He thanked the Committee for its thorough scrutiny of this audit.
RHG: Members noted the contents of the draft minutes of the Audit and Risk Committee held on 13 April 2022.
- 3238.1 Minute number 1406: Accounting Policy** – see minute number 3255 for board approval
- 3238.2 Minute number 1420: Discharge of Audit and Risk Committee responsibilities**
 The HoRA noted that the report covered a full year of the Committee's work and would be included in the annual report.
RHG: It was **RESOLVED** that the work of the Committee during 2021/22 in assessing the adequacy of internal controls be approved. This included DEH approval by email.
- 3238.3 Minute number 1421 Annual review of the Audit and Risk Committee terms of reference**
RHG: It was **RESOLVED** that the proposed amendments to the Audit and Risk Committee terms of reference as recommended by the Committee be approved. This included DEH approval by email.
- 3239 Draft minutes of the Nominations and Performance Committee held on 27 April 2022, including the Group Chief Executive targets for 2022/23**
 This item was minuted separately.
- 3239.1 Minute number 124: Annual review of the Nominations and Performance Committee terms of reference**
RHG: It was **RESOLVED** that the proposed amendments to the Nominations and Performance Committee terms of reference as recommended by the Committee be approved. This included DEH approval by email.

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CHAIR

3240 Draft minutes of the Remuneration Committee held on 4 May 2022

This item was minuted separately.

3240.1 Minute number 85: Annual review of the Remuneration Committee terms of reference

CEAP commented that both she and MH had discussed the people issues both at this meeting and as members of the Audit and Risk Committee.

RHG: It was **RESOLVED** that the proposed amendments to the Remuneration Committee terms of reference as recommended by the Committee be approved. This included DEH approval by email.

3241 Group Chief Executive and Executive Team reports

The GCE reported that the Executive Team and staff were working hard under pressure with every month bringing something new to manage.

There was a discussion on the medium-term risk of a care provider requesting a renegotiation of contracts and legal advice was being sought before negotiations were carried out. The GCE confirmed that the contracts had been renegotiated previously. His annual review of partnerships would be presented to the Board in November. The GCE explained the options available and the EDR noted the financial position of the care provider. PS commented that it was a well resourced organisation and was in receipt of a percentage of the resales. The EDO noted the improvements in our partnership working with them.

The EDO explained that work was ongoing to create a lettable standard and the planned voids process would include pre termination inspections undertaken by the Building Inspectors. Customers would also be fully engaged in the development of the new standard.

The work of the Income team was discussed and what the return on investment was by using the new system. The EDO advised that the new Tenancy Sustainability team was being launched in the next few months and was expected to continue the improvements in the income performance of the organisation. TR commented that it would not be possible to track the Value for Money from all aspects of the improvements being made. The EDO advised that work was underway to link income maximisation to arrears recovery and further work would be undertaken to link future tenancy sustainment rates resulting from this work, which would demonstrate financial return.

The GCE explained the operating model presentation which would be discussed at the upcoming Board Strategy Day in June. PS and MH commented that customers should be at the centre of the model and throughout the process, not just in quarter four. It was also suggested that the workforce become multi skilled and more flexible and that digital milestones were captured in the plan. CG noted how customers needed to be drawn out in the model. The GCE advised that he would update it for the Strategy Day discussion.

GCE

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CHAIR

3241.1 Operations overview

The EDO advised that a tender exercise was in progress by Platform Property Care (PPC) for additional contractors to assist with the workload. The signing of the resolution for the extension on the Cost Sharing Vehicle was due soon but was subject to the pricing framework being completed first. The Value for Money review of PPC was being led by ARK Consultancy and was due for completion by the end of quarter one. This would lead to the options review in preparation for the existing contract expiring in October 2023.

A positive email comment from DEH was noted relating to the restarting of visits by Neighbourhood Officers (NOs). The EDO explained that there would be greater capacity for more visits and generally higher community visibility with the restructure in the Operations team. This would include first point of contact resolution through the Customer Services team.

The EDO confirmed that the PPC Right First Time results were improving and were consistently scoring in the mid 80s due to improvements by PPC in diagnostics, technology and processes.

The EDO explained how customers were being notified of their NO following patch changes via the website and postcards. She also noted that the complaints handling protocol was in place but the work identified involved working with PPC on repairs complaints and how both organisations interacted for prompt resolution.

A comment from DEH was noted regarding the positive story on the refugees and how this could be reported to the press. The EDO confirmed that her Heads of Service regularly met with the Head of Communications regarding proactive press coverage but would pass on this comment from DEH.

EDO

3241.2 Investment overview

The EDI congratulated the work of his team. He gave an update on the Band C data collection and that the estimate works required on current data and projections were likely to cost in the region of £5 million, instead of the original figure of £12 million.

An update on the Tesco site development was given, noting the delays due to the speed of the solicitors handling the case and the effects of the recent cyber attack on Gloucester City Council but the exchange of contracts was expected as planned.

In regard to the cost increase on the Broomhall scheme, the EDI was providing information to Worcester City Council in order to receive additional funding. He was confident that the additional costs would be covered by the sales in the scheme. He added that he and the GCE would be meeting with the regional director of Vistry to discuss the issue.

TR queried whether an impairment on the Band C works would be required to which the EDR responded that this would be reviewed when the full detail of the works was available.

3241.3 Resources overview

The EDR explained that the staff survey results had been reviewed and there were themes both positive and negative. These would help to form the People Strategy and Action Plan being presented at the next board meeting.

PS welcomed the data provided in the report on the reasons for leaving. There was a discussion on the reasons provided and the current market conditions. Managers were being provided with the relevant training to avoid potential breakdowns in relationships with their staff. For those staff that felt under stress, a support package would be provided including mental awareness training to managers on dealing with stressed staff. The EDR commented that apprenticeship and graduate schemes were being reviewed to encourage younger people to join Rooftop. The EDO added that PPC supported apprenticeships within their workforce with over 60 placements. PS queried the correlation between pay and work conditions. It was noted that the higher-pressure teams of Repairs and Income were encouraged to work in the office together, although there was still flexibility and there was a buddying system in place within the teams.

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

The HoP and HoF joined the meeting.

3242 Business Plan out-turn report 2021-22

There was a discussion on the pressures on the business and on our customers over the next five years. The Chair noted that there was a limit to what we could do to support our customers. The EDO explained the food and fuel local networks that had been created with local authorities and the proactive energy advice being given to customers. Access to available Government funding was being sought and the Hardship Fund was being increased.

The GCE commented that customer satisfaction was not where it should be and there was an aspiration to reach 90%. The repairs and quality of voids were under pressure to ensure they were let as quickly as possible and this had a major effect on the satisfaction level. The new Tenancy Sustainability team would help to improve these areas of performance.

It was noted that it had been a successful year overall and the business was moving forward with the key metrics broadly at the right level.

CG commented that it was a good report, the figures were not a surprise, and the Key Performance Indicators (KPIs) were working well.

The EDR explained that the movement in the operating margin figures between quarters three and four were related to the balancing charges received from PPC.

RHG and RHA: Members noted the content of the Business Plan out-turn report 2021-22.

The HoP left the meeting.

3243 RHG Financial Business Plan May 2022

The EDR reported that the Plan now included the extension of the development programme to 31 March 2028. She added that due to the high inflation forecast in the Plan the Board would need to discuss the Rent Policy and setting for 2023 in September prior to final approval in November. It was noted that the changes to the development programme and increased inflation had had a positive impact on gearing and interest cover. However, the recent increase in inflation and the cost of repairs had resulted in an increase in long term borrowing. The new development assumptions had increased the payback year for new development schemes and an independent review was being carried out by ARK Consultancy in this area.

JW commented positively on the independent assurance being sought on the payback timing for schemes.

Recent rises in inflation were discussed and how the Treasury Advisors had suggested inflation levels and helped to inform thinking on stress testing. However, JW suggested that additional modelling for incremental inflation rises would be useful.

EDR

There was further discussion on the payback timing on schemes and how development costs could be reduced and made more efficient. The EDI explained that scheme costs were benchmarked but contractors were now passing on more unexpected costs. CG suggested that the risk appetite of the Board should be to challenge further on the development reports.

CEAP noted the increases in rents and the potential for bad debts to increase. The EDR responded that bad debts data for five years was reviewed to calculate the expected level but that this area would continue to be monitored.

PS commented that there should be a Board workshop on the choices to be made based on the level of rent set (increased or kept same) and the different scenarios.

EDR

It was agreed that a discussion on rent levels was required at the October Strategy Day. CG requested that the discussion include what savings could be generated through a Value for Money exercise.

EDR

TR noted that inflation may reach a peak in September and then fall by March so suggested whether the timescales in creating the budgets was condensed accordingly.

EDR

The EDR gave a presentation on the Defensive Action Plan including the impact to the business when it was activated. She explained how it would be activated and whether it was partially or fully activated. MH queried the mitigating actions, intermediate and longer term and the timing of these to which the EDR responded would be reported on in the future.

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

- i. the 2022 Financial Business Plan be approved
- ii. delegated authority to the Executive Director – Resources to authorise any changes to the Financial Business Plan for the Financial Forecast Return (FFR) to be submitted to the Regulator of Social Housing by 30 June 2022 be given.

This included DEH approval by email.

The HoF left the meeting.

3244 **Health and Safety annual review**

EDO summarised the report, noting the strength of the Health and Safety team and significant improvements made in health and safety management during the last two years.

CG noted the importance in acknowledging the work of the team but commented on the low level of non-compliance being reported regularly. There was a discussion on the reasons for the non compliance, whether due to no access issues or lack of resources and how these were being resolved. It was accepted that there would generally be a small number of cases so being 100% compliant was difficult but it was the aim to have a 100% compliance target and to meet it whenever possible. The EDO explained that numbers identified were not historic with the exception of the five remaining Electrical Installation Condition Reports (EICRs) for which robust action was being taken and could be evidenced. Whilst low numbers remained, they would not be historic and appropriate actions would be taken to address where these related to non access or non compliance with the procedure. CEAP noted that the difference between this target of 100% and the risk appetite target was that it was being managed and customers were not at risk. High assurance was provided in this area and it was being tightly managed. CG added that it was good to see that it was being challenged by the Audit and Risk Committee.

The GCE noted the challenge from CG and he would speak to the EDO and the Safety and Compliance Manager as to what other actions could be taken and would report back at the next board meeting.

RHG and RHA: Members noted the content of the Health and Safety annual review report.

3245 **Revised Health and Safety Policy**

The EDO advised that there were no significant changes with only the job titles amended and updated duty holders. She confirmed that the reference to colleagues was related to RHG staff only.

The HoG asked for a commitment from Members to attend a virtual four to five hour training course on their legal responsibilities relating to health and safety.

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

GCE

ALL

3246 Quarterly Financial Monitoring

The EDR commented on the draft surplus figure reported and that, following further adjustments, the final position would be presented to the Board at the July meeting. She added that the higher voids and repairs costs had impacted on the surplus figure.

RHG and RHA: Members noted the content of the Quarterly Financial Monitoring.

3247 Customer Voice

The EDO commented on the statistics in the report, the three areas of satisfaction and gave a short presentation on Customer communications. CEAP thanked the EDO for the presentation.

It was commented that customers were predominantly using the phone to contact Rooftop and this needed to be addressed so that the self service portal and app were utilised better. There were peaks and troughs in the calls received and staffing issues which accounted for the high number of abandoned calls. However, the performance had improved over the last 12 months with a consistent 85/90% calls answered.

There was a discussion on the work of the Resident Excellence Panel (REP) and how it would work in conjunction with the new Customer Experience Panel (CEP). This would then feed into the Customer Voice report to the Board and the annual reporting in November. It was noted that it was not always easy to get members of these Panels to present to the board meetings. CG added that the key for the Board was not to create barriers so that they would feel comfortable in attending.

In response to the email query from DEH on recruitment of members for the CEP the EDO advised that previous members of the REP would be approached.

CG commented on the STAR survey responses relating to the question on homes not being safe and secure. The EDO explained that it was a mixture of issues relating to home security (faulty door locks) and the surrounding neighbourhoods.

CEAP stated the importance of the customer voice to the Board and felt that it had lost contact with them during the pandemic. She was keen that Members took the opportunity to meet with customers whenever they could.

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

3248 Compliance Report to 31 March 2022 including Health and Safety

The HoRA summarised the current position with improvements in the gas and EICR figures. He added that there were new metrics now being reported to the Audit and Risk Committee.

There was a discussion about the revision to the threshold figure set for the number of formal complaints received and whether it was appropriate that this was being increased in 2022/23. The HoRA explained that our expectations around formal complaints now aligned with the Housing Ombudsman Code. We needed to ensure formal complaints were recognised as such and then demonstrate that we were dealing with them.

The timeliness of data and the reporting of it was discussed. The EDO noted the process in reporting the data on a two weekly basis to herself and through monthly Health and Safety Compliance Panel and Executive Team meetings. The new Health and Safety system would help with the reporting of the latest data available. CG asked that this area be reviewed so that the Board was receiving the latest figures possible.

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

3249 Q4 2021/22 Risk update

The HoRA noted the regular meetings with risk owners to identify and ensure the controls and their effectiveness were in place and to provide challenge where necessary. The repairs and inflation risks were still the top two strategic risks in the Register.

There was a discussion on the scoring of the inflation risk and how we had no direct control of it but could mitigate against it.

PS asked whether there was a timescale set against each strategic residual target risk score. The HoRA confirmed that a 12 month timescale was considered when setting the target risk scores.

JW commented on the assurance given on the stress testing against the funding but queried the L&G stress testing. The EDR signposted him to the document that was in the Diligent Reading Room which covered this stress test.

CEAP suggested that instead of fixing the risk appetite once a year it should be reviewed and adjusted throughout the year where necessary.

MH queried the risk planning system and the GCE advised that the Board risk workshop aligned with the business planning process. It was discussed how there should be more detail on how we responded to risks and the timescales involved in the document.

RHG and RHA: Members noted the content of the Q4 2021/22 Risk update report.

3250 Annual Housing Market Review Report 2022-23

RHG and RHA: Members noted the content of the Annual Housing Market Review Report 2022-23.

3251 Asset and Liability Registers update

The EDR noted that the vacant Procurement Officer post had now been filled.

RHG: Members noted the content of the Asset and Liability Registers update report.

		Action
3252	<p>Asset Management Strategy Action Plan update</p> <p>There was a discussion on when the Living Homes Standard would be presented to the Board. The EDO explained that the plan had been to present both the Standard for existing homes and new build at the same time but this was proving difficult. The EDI advised that the new build Standard could be presented to the Board at the October Strategy Day.</p> <p>PS gave positive comment on the Action Plan format and how the Board would review the progress via strategic KPIs.</p> <p>RHG: Members noted the content of the Asset Management Strategy Action Plan update report.</p> <p>The HoH joined the meeting.</p>	EDI
3253	<p>Community Investment Strategy Action Plan update</p> <p>The HoH explained that year one of the Action Plan was the planning stage and there was a bigger focus from year two with NOs out on patch visits. He summarised the key points on the Action Plan including the community hubs and working with established hubs and partners, continuing the momentum of the engagement framework and utilising the skills training and resources available.</p> <p>It was noted that DEH had commented that she was happy to see what was being done and CEAP added her congratulations to the Housing team. She asked that this should be included in our external communications to which the HoH confirmed that there were regular social media campaigns publicising the work we were doing.</p> <p>CG asked that we follow up on what was asked of us by our customers to make sure that it was as expected and whether there were any amendments that needed to be made. The HoH advised that the new performance software would be used for follow up surveys.</p> <p>MH queried whether ICT equipment was available to those that were disadvantaged to which the HoH confirmed that this was being investigated.</p> <p>PS advised that he was keen that the local authority hardship funds were used as much as possible for those customers in need and fully endorsed the local offers.</p> <p>RHG: Members noted the content of the Community Investment Strategy Action Plan update report.</p> <p>The HoH left the meeting.</p>	
3254	<p>Revised Risk and Assurance Policy and Framework</p> <p>The HoRA noted the earlier discussion on reviewing the risk appetite more proactively.</p> <p>It was noted that the bLEND interest cover needed to be added into the document and an amendment to the L&G figure to 115% was also required.</p> <p>CG commented that the lines of defence diagram needed updating.</p>	HoRA HoRA

			Action
		<p>There was a discussion on the timing of reports and how the Board could receive the most up to date information. The HoRA explained that the frequency of reporting was correct and how the presentation slides provided the latest information. The GCE added that the system worked with the Executive Team and the Board discussing the key issues. It was agreed that the presentation would be discussed more thoroughly at future meetings.</p> <p>It was agreed that as amendments were required to the risk appetite, interest cover and substitution of the correct diagram, the documents would be updated and circulated to Members for approval by email.</p> <p>RHG: Approval was withdrawn due to the amendments requested.</p>	
3255	Accounting Policy	<p>RHG: It was RESOLVED that the Accounting Policy be approved. This included DEH approval by email.</p>	HoRA
3256	Revised Disposals and Change of Use Policy	<p>The EDI explained the changes that had been made to the Policy. He also responded to questions emailed from JW explaining that there was no change to the wording at section 6.4, there was a lengthy checklist included in the accompanying procedure and the circumstances where section 8.4 would be followed.</p> <p>There was a discussion on the wording in the new sections 7.3 to 7.8 and how it would benefit from clarification. It was agreed that the EDI amend these sections to make it clearer and Board approval would be sought by email after the changes had been made.</p> <p>RHG: Approval was withdrawn due to the amendments requested.</p>	EDI
3257	bLEND £50 million Bond - minor change of terms		
	2 Business of the meeting – financing arrangements		
	The Chair reported that:		
	2.1 RHA had previously entered into a loan agreement originally dated 22 October 2020 and made between (1) RHA as borrower and (2) bLEND Funding plc (bLEND) as lender and trustee (as amended, restated, varied, supplemented, extended, modified, or replaced from time to time) (the bLEND Loan Agreement);		
	2.2 RHA and bLEND had been discussing amendments required to be made to (amongst other things) the income cover test and the regular reporting obligations contained in the bLEND Loan Agreement. RHA and bLEND had reached agreement on the changes required to the bLEND Loan Agreement and it had been agreed that the changes would be documented by way of an amendment letter from bLEND to RHA documenting the amendments to the bLEND Loan Agreement (the Amendment Letter); and		

2.3 the purpose of the meeting was to:

- (a) consider and, if thought fit, authorise RHA to enter into the Amendment Letter (including, without limitation, any document or agreement in connection with the Amendment Letter);
- (b) agree any other matter or document connected to the Amendment Letter; and
- (c) delegate the agreement, signing and execution of the Amendment Letter and any documents connected with the Amendment Letter and other ancillary documents to be entered into by RHA pursuant to or in connection with the Amendment Letter to an Authorised Signatory (as defined in paragraph 6.3 below).

3 **Declarations of interest**

The Chair reminded the Board members of their obligations to declare the nature and extent of their interests (direct or indirect) in any proposed or existing transaction or arrangement with RHA, and each board member present confirmed that he/she had no interest in any way in the proposed transaction to be considered at the meeting.

4 **Amendment Letter**

A copy of the latest draft of the Amendment Letter was produced to the meeting.

5 **Consideration of the Amendment Letter**

After due and careful consideration of the terms of the Amendment Letter, the Board confirmed their full understanding of the effect and implications for RHA of entering into the Amendment Letter and unanimously expressed the opinions that:

- 5.1 having regard to the factors relevant to the decision, RHA entering into the Amendment Letter would be consistent with RHA's borrowing strategy and most likely to promote the success of RHA and was in the best interests of RHA;
- 5.2 the execution and delivery of the Amendment Letter and the exercise by RHA of its respective rights, and the performance of its respective obligations, under them would not contravene any provision of RHA's rules or any agreement or any obligations binding on RHA; and
- 5.3 after having taken account of RHA's internal financial information, RHA will be solvent at the time of, and after, the execution of the Amendment Letter and it will be able to continue to run its business and to pay its debts as they fall due.

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CHAIR

6 Approval of the Amendment Letter

The Board resolved that:

- 6.1 The Amendment Letter be approved in the form or in substantially the form of the draft circulated in advance of the meeting.
- 6.2 The terms of the Amendment Letter and the transactions contemplated thereby, the performance by RHA of its obligations thereunder and the execution and delivery by RHA of the Amendment Letter be approved.
- 6.3 Any one of the persons holding the offices of RHA specified below (or any equivalent office from time to time):

- (a) Sam Morgan (Executive Director - Resources); or

- (b) Boris Worrall (Group Chief Executive);

(each an **Authorised Signatory**) is authorised and instructed to agree the final terms of the Amendment Letter, with such amendments as such person shall in their absolute discretion approve, and any other ancillary, supplementary or required documents that they deem to be necessary in connection with the Amendment Letter (such agreement or approval to be conclusively evidenced by the execution of the relevant document in accordance with the resolutions set out at paragraph 6.5 or 6.6 below (as appropriate));

- 6.4 Any one Authorised Signatory is authorised and instructed to execute and deliver the Amendment Letter and such other documents required in connection with any the Amendment Letter requiring execution under hand;
- 6.5 The common seal of RHA (if any) be affixed to any document to be executed as a deed by RHA pursuant to or in connection with the Amendment Letter and such sealing be witnessed by any two of the Authorised Signatories or otherwise in the manner required by the Rules from time to time.
- 6.6 Any one of the Authorised Signatories be and is hereby authorised on behalf of RHA to:
 - (a) do all acts and things so as to carry into effect the purposes of the resolutions referred to in these minutes;
 - (b) give or execute any or all notices, communications, or other documents on behalf of RHA pursuant to or in connection with the Amendment Letter or the transactions contemplated by it;
 - (c) substitute any new Authorised Signatory and/or appoint any additional Authorised Signatory; and
 - (d) agree such amendments, variations or modifications to the Amendment Letter or such notices, communications or other documents as such Authorised Signatory may (in his absolute discretion) think fit (such discretion being evidenced by that Authorised Signatory's execution of such document).

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CHAIR

6.7 All necessary entries in the books and records of RHA will be made to reflect the above matters and make all necessary filings at the Financial Conduct Authority or any other competent authority (as applicable).

RHA: It was **RESOLVED** that the board resolution as set out in Appendix 1 to the report be approved. This included DEH approval by email.

RHG: It was **RESOLVED** that the amendment of terms as set out in the report be approved. This included DEH approval by email.

3258 Regulator of Social Housing (RSH) framework: self-assessment 2021-2022

The HoG explained the process and confirmed each self-assessment had been accepted by the Executive Team. She advised that work had started proactively ahead of the new consumer regulation regime.

RHG and RHA: It was **RESOLVED** that the evidence was considered and compliance with the regulatory standards for a statement to be included in the 2021-22 annual accounts be confirmed. This included DEH approval by email.

3259 NHF Code of Governance (2020) - annual compliance for 2021-2022

The HoG explained how there were no areas of non-compliance although a few areas had been identified for further improvement via a short internal action plan.

The GCE commented that the new Code of Governance was a big change for Rooftop and praised the work of the HoG in getting us to a compliance level with it.

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

- i. the completed 2021-2022 self-assessment of the Group's compliance with the NHF Code of Governance (2020) be approved; and
- ii. agreement to publish a statement declaring full compliance in the annual financial statements for 2021-2022 be made.

This included DEH approval by email.

3260 Board Member Recruitment 2022 - proposed advert

The HoG confirmed that the Head of Communications would share the advert with Members so they could add it to their LinkedIn profiles. It would also be advertised within the Rooftop communities.

RHG and RHA: Members noted the content of the Board Member Recruitment 2022 - proposed advert decision taken report.

3261 Joint meeting of the Boards Forward Plan

The Chair noted the Strategy Day agenda and apologised in advance that she would not be in attendance.

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

3262 Any Other Business

There being no other business the meeting closed at 1.33 pm.