

**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 23 November 2022
at 70 High Street, Evesham and electronically**

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)
	Lenna Cumberbatch-Nichols (LCN)	Lisa Nicholls	Executive Director - Operations (EDO)
	Daisy Halford (DEH)	Caroline Allen	Head of Governance (HoG)
	Wayne Harris (WH)	Andrew Ledger	Head of Risk and Assurance (HoRA)
	Tessa Rollings (TR)	Marc Mayall	Platform Housing Group (MM) (part)
	Jonathan Wallbank (JW)	Richard Hand	Ridge and Partners LLP (RH) (part)
		Lindsey Hendry	Chair of Resident Excellence Panel (REP) (LH) (part)
		Emma Cornock	Neighbourhood Manager (NM) (part)
		Rachael Robinson	Head of Income (HoI) (part)
		Michael Hill	Tenant Participation Advisory Service (TPAS) (MHill) (part)
		Dan Morris	Head of Performance (HoP) (part)
		Ruth Organ	Senior Governance Officer (SGO) (minutes)

Action

The Chair noted that it was a challenging time for Rooftop and the sector as a whole at the moment. The Board continued to support the Executive Team through the rapid changes and demands on the business.

She asked Members to note the reports in the Board Information Pack.

3317 Apologies for absence

There were apologies for absence received from Myron Hrycyk.

3318 Declarations of interest

Where Members served on other bodies, their declaration of interest was taken as read.

3319 Any Other Business items

There were no additional Any Other Business items raised.

3320 Appointment of Lenna Cumberbatch-Nichols

RHG and RHA: It was **RESOLVED** that the appointment of Lenna Cumberbatch-Nichols to the Boards of RHG and RHA for an initial term of three years be approved. This included MH approval by email.

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CHAIR

- 3321 Draft minutes of the joint meeting of the Boards of RHG and RHA held on 14 September 2022**
- RHG and RHA:** It was **RESOLVED** that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 14 September 2022 be approved. This included MH approval by email.
- 3322 Draft minutes of the Special joint meeting of the Boards of RHG and RHA, held on 6 October 2022**
- This was minuted separately.
- 3323 Summary notes of the Board Strategy Day held on 6 October 2022**
- RHG and RHA:** It was **RESOLVED** that the notes of the Board Strategy Day held on 6 October 2022 be approved. This included MH approval by email.
- 3324 Outstanding Actions List**
- RHG and RHA:** Members noted the progress on the Outstanding Actions List.
- 3325 Draft minutes of the Audit and Risk Committee held on 5 October 2022**
- TR summarised the key points discussed at the Audit and Risk Committee meeting including that it was WH's first meeting as a member of the Committee.
- She also briefed members on the key themes covered at the recent NHF Audit and Risk Conference that Committee members attended. This included economic stability, the tempo of impacts and changes, the regrading of housing associations to V2 due to the external environment, how complaints were handled, that membership of the Committee should include a customer and an independent member and that the Committee's role was now more focussed on risk and assurance rather than financial matters.
- RHG:** Members noted the contents of the draft minutes of the Audit and Risk Committee held on 5 October 2022.
- 3325.1 Minute number 1473: Discharge of Audit and Risk Committee responsibilities Q2 2022/23**
- RHG:** It was **RESOLVED** that the work of the Audit and Risk Committee during Q2 2022/23 in assessing the adequacy of internal controls be approved. This included MH approval by email.
- 3326 Draft minutes of the Nominations and Performance Committee held on 5 October 2022**
- This item was minuted separately.
- 3326.1 Minute number 149: Board Succession Plan 2022- 2027 review – see minute number 3343 for board approval.**

3327 Group Chief Executive, Performance and Executive Team overview reports

The GCE updated members on the changes since the report was published which included the confirmation of the rent cap for 2023/2024 at 7% for one year, the Secretary of State and RSH letters regarding the handling of damp and mould issues and the first review of the proposed service charges for 2023/24.

3327.1 Performance

The GCE commented that the customer satisfaction figures were credible against peer performance but that the voids performance needed improvement. He added that the projects were going well and on track. Complaints was a second area needing improvement and that issue was covered later in the agenda.

3327.2 Operations overview

The EDO noted the top four challenges that her team was working on which were customer complaints with a robust approach to training and coaching, the backlog of repairs reducing with low numbers expected to be outstanding in January, void works with key actions outlined in the presentation and damp/mould.

TR asked for a copy of the new lettable standards when it was available.

EDO

The EDO reported that communications on the responsibilities of a new resident was being improved including in person conversations to reduce the number of complaints and the number of repairs requested when they initially moved into the properties. The EDR noted that the savings could be tracked over time and the EDO added that new metrics would be created to monitor this. These would include the reduction of turnover times, use of sub contractors, void loss and increase in customer satisfaction.

There was a discussion on the training of colleagues on how the new heating systems being installed into properties worked and communicating this to all relevant residents whether they be the first or subsequent person moving into the property. This was noted as an education communications piece, especially where residents were not using the systems correctly.

**EDI/
EDO**

CEAP commented on the outstanding performance in income collection but queried when health and safety compliance figures would improve from 67%. The EDO and GCE explained the sensitivity in how the figures were calculated with minor changes affecting the overall figure. It was noted that there were improvements being made and the trend was expected to improve.

There was a discussion on the current sector concern of damp and mould issues and how Rooftop was recording and resolving any reported cases. The EDO highlighted actions being taken, advising that there were currently c450 live cases being picked up through report analysis. However, this was for every mention of damp, mould or condensation and therefore customer contact and data cleansing were needed to understand the true scale of this. The EDI confirmed that data on this issue was also being picked up as part of the Stock Condition Survey currently being undertaken. The EDO reported on what information was provided to residents via our website such as advice when it was reported and detailed information including photographs on the website. It was noted that the Income team members had been provided with training/information from Act on Energy and Severn Wye.

The GCE summarised that Rooftop was strong in some aspects of this issue but would be seeking a new category to be added to the QL system to improve data collection for damp and mould issues. LCN asked that the information on the QL system be reviewed to capture those residents that were more vulnerable to this issue. It was agreed that progress on establishing vulnerability data and the wider work on damp and mould would be reported back to the Board at the January meeting, rather than just to the Audit and Risk Committee as it was such an important issue.

3327.3 Investment overview

The EDI noted the reasons behind the failure to purchase potential properties on Cheltenham Road, Evesham and how sales income and demand remained at a good level.

Following the underperformance of Platform Property Care (PPC) on planned maintenance a procurement process was being completed to explore the potential for alternative contractors to take on the programme. This exercise would be conducted in consultation with PPC.

He gave an update on the St Oswald's development and stated he expected the contracts to be exchanged next week.

3327.4 Resources overview

The EDR noted the current market conditions and the work that the Finance team was undertaking on the proposed service charges which would be reported to the Special board meeting being held in December.

She advised that there were no major funders' issues relating to a viability regrade but, generally, this could affect the sector's credit rating with so many other housing associations being regraded. CG commented that he would be pleased to see a regrade as the Board had previously identified this as a potential change in its risk appetite.

JW stated that the confirmation of a rent cap of 7% should be viewed as a challenge to the assumptions of a rent cap of 5% with the additional 2% as an investment opportunity. The EDR added that there were other challenges to deal with, for example increased interest rates and the proposed rent cap on shared ownership properties.

The GCE explained that the Executive Team would be discussing how Rooftop could help customers with regard to service charges and rising energy costs, but added that there was no simple or single mechanism that would achieve this while also safeguarding the financial viability of the business at the same time. It was likely to be a combination of measures.

The EDR commented on the adverse impact of the void works, high repairs costs and implications of damp and mould issues to the business and how these costs would need to be prudently budgeted for.

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

MM joined the meeting via Microsoft Teams.

3328

Platform Property Care update on voids and backlog of repairs – presentation by Marc Mayall of Platform Housing Group

MM provided an update on the performance of PPC in respect to the backlog of repairs and void works. He reported that the backlog was expected to be materially cleared by the end of this year and that the void works was expected to decrease with the introduction of an additional contractor to complete new void works by Rooftop. An action plan had been created to review how the void works process could be delivered more efficiently and a workforce review was being undertaken at PPC. He noted the joint working between PPC and Rooftop including the sharing of policies to provide consistent processes and the proposed re-categorisation of repairs.

The Chair commented on the positive steps forward that PPC had made since its presentation given at the September board meeting. She added that she was happy to see that the performance was moving in the right direction and to maintain this pace of performance. MM noted that there were still areas of improvement required especially in customer satisfaction and managing customer expectation but, overall, he was feeling more positive with the progress made.

The percentage of jobs completed right first time was discussed, how the backlog was impacting on the figure reported and that this was expected to improve when the backlog had been cleared. MM noted that the PPC Board had discussed the issues behind not completing the job right first time and how the sickness of operatives had affected these figures.

The future of the service was discussed including reducing the number of subcontractors being used, clearing the backlog, increasing the number of internal trades available and improved material availability and labour markets. MM noted that the pre-pandemic target of an average of 12 days to complete a repair would need to be reviewed as this was a difficult target to meet but the aim was to make the Cost Sharing Vehicle the most efficient it could be.

It was noted that the key was to gain the most information on the repair required at the initial stage.

The Chair thanked MM for updating the Board and noted that the positive trend on performance by PPC should continue.

RHG and RHA: Members noted the content of the Platform Property Care update on voids and backlog of repairs presentation.

MM left the meeting.

RH joined the meeting via Microsoft Teams.

3329 Confidential item – Future direction of repairs, cyclical and planned investment - presentation by Richard Hand of Ridge and Partners LLP

This item was minuted separately.

RH left the meeting.

LH and the NM joined the meeting.

3330 Resident Excellence Panel (REP) annual review

LH gave a presentation of the work carried out by the REP over the last year, noting the impact of COVID-19 and member IT issues on the work of the Panel. She commented on the new name proposed for the Panel and how there were plans to meet up with other housing association scrutiny panels to share best practice.

In response to a query from DEH LH explained that Panel members had left due to a lack of IT knowledge and the right equipment available to them, along with not understanding what was involved in the role. She added that there was training being provided by the ICT team on using Microsoft Teams.

The EDO noted the level and quality of work that had been achieved by a limited number of Panel members over the year. She advised that the membership was being addressed and how the new Customer Experience Panel would work alongside the current Panel. The HoG offered her assistance in devising a suitable induction process for new members.

CG offered his thanks to the work of the Panel and its input into the organisation, including attendance at the Audit and Risk Committee meetings. The Chair added that the Panel's work had provided a huge advancement in scrutiny of Rooftop's service delivery.

CEAP queried whether there was a balance in the information being provided and how the Panel was being listened to. LH confirmed that the number of presenters at formal meetings had reduced to allow more discussion and how information was now being provided in advance of the meetings.

RHG: Members noted the content of the presentation.

3331 Resident Excellence Panel (REP) terms of reference – annual review

The HoG noted the proposed changes including the change in title of the Panel, provision for more IT equipment and an increase in the set allowances to the Panel members. She confirmed that the REP had been consulted and was happy with the proposed changes.

		Action
	<p>RHG: It was RESOLVED that the draft terms of reference for the REP including the change of title to Customer Scrutiny Panel be approved. This included MH approval by email.</p> <p>LH and the NM left the meeting</p> <p>The Hol joined the meeting via Microsoft Teams.</p>	
3332	<p>Tenancy Sustainment Strategy</p> <p>The Hol explained the Strategy.</p> <p>DEH asked that reference to the Together with Tenants Charter was made in the document. The EDO confirmed that this could be added into the introduction of the Strategy.</p> <p>Both TR and JW noted action point 1 and how the increase in the length of time customers remained in their property could be recorded from a financial aspect. The EDR noted that this would be linked with the Value for Money Strategy. The EDO added that this could be reported as tangible savings to the business and through performance indicator metrics.</p> <p>TR queried the tone of the wording in action point 8, which the EDO advised would be amended accordingly.</p> <p>CEAP asked that we be careful with what was being promised and to direct the employment support to the local Job Centres.</p> <p>RHG: It was RESOLVED that the Tenancy Sustainment Strategy be approved, subject to the amendments requested. This included MH approval by email.</p> <p>The Hol left the meeting.</p>	<p></p> <p>Hol</p> <p>Hol</p>
3333	<p>Confidential item – Vision and Target Operating Model Update</p> <p>This item was minuted separately.</p> <p>MHill joined the meeting via Microsoft Teams.</p>	
3334	<p>Bringing customer engagement to life - presentation by Michael Hill of Tenant Participation Advisory Service (TPAS)</p> <p>The EDO introduced MHill to the meeting who proceeded to give his presentation.</p> <p>The Chair commented on the key points of the presentation which were giving the customer a more powerful position through engagement and an increased influence.</p> <p>DEH noted that in the past Rooftop had relied too heavily on the REP for resident consultation and asked that the new Decent Homes Standard be opened up to resident consultation.</p> <p>The EDO reported that this was a step forward with the customer engagement framework which would engage with a range of customers in different ways.</p> <p>Both the Chair and GCE commented on the three dimensional influence concept. The GCE suggested that the framework replace 'engagement' to 'influencers'. The EDO agreed to this update.</p>	<p></p> <p>EDO</p>

RHG: Members noted the content of the presentation.

MHill left the meeting.

3335 **Customer Voice**

The EDO noted the customer satisfaction measures and complaints management that would soon be reported to the Board and the 'Service with Respect' programme being launched.

The Chair noted the over reliance on emails to which the EDO advised that culturally there was progress in cross team working. However, this was not consistent and there was a tendency to hide behind emails which wasn't acceptable. The EDO noted that short meetings would be held where possible to be more proactive and that all complaints would be recorded through the QL system.

The EDO explained the communications plan for those waiting in the backlog of responsive repairs and that there should be another batch of communications to them with an update shortly.

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

3336 **Compliance Report to 30 September 2022**

The HoRA advised that the update to November would be presented at the January board meeting.

He explained that there was stability on the compliance figures and that the trend analysis was not indicative of the performance which was improving in some areas.

The failure notice from the Housing Ombudsman was discussed and how both the EDI and HoG had been unable to contact it via telephone. The result of the appeal was yet to be received.

TR commented on the impact of the slowing house market on sales. The EDI advised that analysis had shown that there was no predicted change in sales.

LCN queried how discrimination based on customer data was recorded. The HoRA advised that he would speak to her for her view on how this could be captured for future reporting.

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

3337 **Q2 2022-23 Risk Update**

The HoRA noted proposed changes to the risk map for Q3 including the damp, mould and condensation analysis. He added that a risk workshop would be held after the January board meeting to review and refresh the risk appetite of the Board.

JW queried how the rent cap would affect the security cover risk. The EDR confirmed that this was being reviewed but there was no current concern.

HoRA

		Action
	TR asked for a timescale for when the golden rules on the covenants would be revised. The EDR advised that she would report back to TR on this query.	EDR
	RHG and RHA: Members noted the content of the report.	
3338	Quarterly Financial Monitoring – see Quarterly Monitoring Q2 2022/23 Reading Room	
	The EDR noted the current financial position with a slight improvement in voids. The year end surplus of £2.9 million was forecast which assumed a number of disposals to happen in year.	
	There was a discussion on the slippage in planned maintenance work and how it was represented in the year end figure with a deferment of the costs into future years. The EDR noted that this was work that was capitalised so was treated differently in the year end accounts as compared to the Financial Business Plan. With the Stock Condition Survey data available this would assist in the forecasting of future costs. The GCE asked that in future a presentation slide was provided to the Board to explain the financial position.	EDR
	RHG and RHA: Members noted the content of the Quarterly Financial Monitoring reports.	
3339	Complaints Policy review	
	The HoP highlighted the report.	
	CEAP explained that she had passed on comments relating to assurance, monitoring of complaints and documenting of action points which she would be discussing with the EDO separately.	
	CEAP requested that the Policy reflect the culture of recognising complaints as a method for continuous service improvement in the introduction, inclusion of the process flowchart as an appendix, under section 12.4 clarification of the role of the Customer Scrutiny Panel in reviewing complaints and under section 12.2 that the Board reviews the trends in complaints including where they were coming from.	HoP
	The Chair asked that the flowchart for customer contact to Board Members appendix (2) of the Policy be amended so that any Board Member receiving a complaint would acknowledge receipt of it and state that it would be passed onto the relevant Executive Director.	HoP
	RHG: It was RESOLVED that the revised Complaints Policy be approved, subject to the amendments requested. This included MH approval by email.	
3340	Anti-Money Laundering Policy review	
	The EDI advised that there were no major changes to Policy and that it had been reviewed by solicitors. He noted how the Chair of the Audit and Risk Committee was the Officer for Compliance and he was the Money Laundering Reporting Officer.	
	RHG: It was RESOLVED that the Anti-Money Laundering Policy be approved. This included MH approval by email.	

3341 **Revised Anti-Slavery and Human Trafficking Statement – Modern Slavery Act**

The EDR reported that there were only minor changes made to the Statement.

LCN queried the wording of the Equality, Diversity, and Inclusion section of the report and how the report author needed to justify where there was no identified impact. Both the EDO and HoG advised that this was an action on the EDI Strategy Action Plan and they were aware that the current impact assessment needed improvement.

RHG: It was **RESOLVED** that the revised Anti-Slavery and Human Trafficking Statement be approved. This included MH approval by email.

3342 **Matrix Consortia Bid Wave 2: Band C funding**

RHG and RHA: Members noted the content of the decision taken report.

3343 **Board Succession Plan review**

The HoG commented that the Nominations and Performance Committee had reviewed the Plan at its last meeting.

CEAP reminded the HoG of the NHF Audit and Risk Conference best practice recommendation of having an independent/customer member of the Audit and Risk Committee. The HoG advised that this would be discussed as part of the Committee's annual review.

RHG: It was **RESOLVED** that the updated Succession Plan 2022 – 2027 be approved. This included MH approval by email.

3344 **Board Member Learning and Development Plan 2022/2023 – annual review**

The HoG advised that the report provided a list of what training had been undertaken by members over the past year and highlighted the updated Skills Matrix and forthcoming audit of individual Members.

RHG: Members noted the content of the report.

3345 **Joint meeting of the Boards Forward Plan**

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

3346 **Any Other Business**

The EDO advised that a system had failed at the St Oswald's Extra Care scheme during the board meeting but a team of colleagues was on site to provide support to the residents and to resolve the issue.

3347 **New or emerging risks**

The HoRA commented that the two emerging risks on damp and mould and the regrade to V2 had already been discussed during the meeting.

HoG

He acknowledged the compound risk relating to the current tolerance level of the organisation against the stress and the extent of work involved with the many changes happening. He would discuss with the Executive Team on how this could be represented in future reporting and in time for the January risk workshop with the Board.

There being no other business the meeting closed at 1.36 pm.

Action

HoRA