

**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 17 May 2023  
at 70 High Street, Evesham and electronically**

<b>Members present:</b>	Sally Higham (Chair)	Boris Worrall	Group Chief Executive (GCE)
	Lenna Cumberbatch-Nichols (LCN)	David Hannon	Executive Director - Investment (EDI)
	Wayne Harris (WH)	Sam Morgan	Executive Director - Resources (EDR)
	Myron Hrycyk (MH)	Lisa Nicholls	Executive Director - Operations (EDO)
	Tessa Rollings (TR)	Caroline Allen	Head of Governance (HoG)
	Jonathan Wallbank (JW) (via Teams)	Andrew Ledger	Head of Risk and Assurance (HoRA)
	Claire-Elaine Arthurs Payne (CEAP) (part)		
	Colum Goodchild (Vice Chair and Senior Independent Director) (CG) (part)		
		Kayleigh Sterland-Smith	Head of Finance (HoF) (part)
		Will Simmons	Head of Property (HoProp) (part)
		Jane Griffiths	Voids and Lettings Project Manager (VaLPM) (part)
		Mark Ramdehal	Head of Development (HoD) (part)
		Rebecca Pitt	Head of Asset Investment (HoAI) (part)
		Ruth Organ	Senior Governance Officer (SGO) (minutes)

		<b>Action</b>
<b>3402</b>	<b>Apologies for absence</b>	
	There were apologies for absence received from Daisy Halford (DEH).	
<b>3403</b>	<b>Declarations of interest</b>	
	Where members served on other bodies, their declaration of interest was taken as read.	
<b>3404</b>	<b>Any Other Business items</b>	
	There was one highly confidential Any Other Business item raised.	
<b>3405</b>	<b>Draft minutes of the joint meeting of the Boards of RHG and RHA held on 22 March 2023</b>	
	<b>RHG and RHA:</b> It was <b>RESOLVED</b> that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 22 March 2023 be approved.	
<b>3406</b>	<b>Outstanding Actions List</b>	
	<b>RHG and RHA:</b> Members noted the progress on the Outstanding Actions List.	

.....  
**CHAIR**

- 3407 Draft minutes of the Walker Hospital Trust AGM held on 11 April 2023**  
**RHA:** Members noted the content of the draft minutes of the Walker Hospital Trust AGM held on 11 April 2023.
- 3408 Draft minutes of the Audit and Risk Committee meeting held on 19 April 2023**  
 TR noted the key items that were discussed in the meeting including the good work of the Customer Scrutiny Panel and the request for external assurance on cyber security. The EDR advised that the cyber security risk was an area that was being reviewed. The Chair offered to share her contacts in regard to cyber risk assurance.  
**RHG:** Members noted the content of the draft minutes of the Audit and Risk Committee meeting held on 19 April 2023.
- 3408.1 Minute number 1514: Revised Accounting Policy** - see minute number 3422 for board approval
- 3408.2 Minute number 1517: Revised Risk and Assurance Policy and Framework** - see minute number 3421 for board approval
- 3408.3 Minute number 1529: Discharge of Audit and Risk Committee responsibilities 2022/23**  
 The HoRA commented that this was the standard summary of the activities of the Committee for the last year.  
**RHG:** It was **RESOLVED** that the work of the Audit and Risk Committee during 2022/23 in assessing the adequacy of internal controls be approved.
- 3408.4 Minute number 1530: Annual review of the Audit and Risk Committee terms of reference** – see minute number 3428 for board approval
- 3409 Draft confidential minutes of the Nominations and Performance Committee meeting held on 26 April 2023 including the Group Chief Executive targets for 2023/24**  
 This item was minuted separately.
- 3409.1 Minute number 168: Annual review of the Nominations and Performance Committee terms of reference** - see minute number 3428 for board approval
- 3410 Draft confidential minutes of the Remuneration Committee meeting held on 3 May 2023**  
 This item was minuted separately.
- 3410.1 Minute number 116: Annual review of the Remuneration Committee terms of reference** - see minute number 3428 for board approval  
 CEAP joined the meeting.
- 3411 Group Chief Executive and Executive Team overview reports**  
 The GCE noted the key performance issues including the customer satisfaction figures and how the Board would be receiving an update on voids later in the meeting.

He reported that he anticipated that the In Depth Assessment (IDA) may be brought forward to September or October and this would be discussed in detail at the June Strategy Day. The Chair and CEAP explained the process for Board Members and that the information they would be asked about was regularly discussed at board meetings and additional information would be provided where necessary. The HoG added that Rooftop had a good relationship with the Regulator of Social Housing (RSH).

There was a discussion on the potential results of the Colleague Survey currently being undertaken and how the recent redundancies could be a negative factor. Once the results were known an action plan would be created. Members commented that this should be seen as an opportunity for further improvements and a demonstration of good leadership.

The highly confidential Any Other Business item was discussed at this point in the meeting and was minuted separately.

### 3411.1 Operations overview

The EDO commented that there were three priorities for her team which were voids and lettings, complaints and customer satisfaction, and repairs and maintenance.

WH praised the work being undertaken on voids and how it was being tackled from a wider perspective.

CEAP praised the positive trajectory of travel in these areas and how it was a result of hard work by the team. LCN seconded this.

MH noted the hard work being undertaken by the Health and Safety Compliance team.

It was asked that the praise from the Board be passed onto colleagues and how their hard work was making a positive impact on the organisation. The GCE would include this in his Workplace video briefing on this meeting.

### 3411.2 Investment overview

The EDI cited strong performance in delivering 174 homes over the year. He noted that the Stock Condition Survey data was being processed through the QL housing management system. The surveys had resulted in a change to the number of properties that did not meet the Decent Homes Standard. He added that the decarbonisation project had started and revised grant rates for new homes were expected from Homes England (HE) soon.

CEAP noted her praise to the team on its performance. She queried the state of those properties that did not meet the Decent Homes Standard and whether it was financially viable to repair them to get them up to the Standard. The EDI advised that all properties had the potential to meet the Standard. Each case would be reviewed against the Disposal Policy criteria if works were required. This would be included in the Asset Management Strategy which the Board would receive at the next meeting. In response to TR's query on compliance against Decent Homes the EDI noted that it was being reported at 98.5%.

JW commented on whether those properties that were not compliant against the Standard were of a health and safety concern to Rooftop. The EDI explained that the majority of them were manageable and had been included in an action plan but a couple related to the living conditions of vulnerable customers and these were being dealt with by the relevant Neighbourhood Officer and the appropriate agencies.

The EDR advised that the Statistical Data Return (SDR) would not be reporting 100% compliance against the Decent Homes Standard and commentary would be provided explaining the work in progress. The HoG added that recently completed self-assessments against the RSH Standards correlated with what was to be reported in the SDR.

WH commented on when the trigger point for a property to be disposed of was, especially where a property required costly works to improve its energy rating. The EDI explained how the Disposals and Change of Use Policy worked and that money would be spent on those properties in high demand. The HoAI was also checking those properties that were void as to whether they were potential disposals. The SGO added that the Policy was available for Members to view in the Diligent Policies Reading Room.

### 3411.3 Resources overview

The EDR reported that a meeting with Santander and Lloyds Bank was being held next week in regard to potentially extending the Revolving Credit Facility (RCF).

She highlighted the changes made to the Target Operating Model (TOM) in the report.

The EDR explained how the funding was planned to be approved by the Board in November, which should help to demonstrate to the RSH our financial viability when they undertook our IDA.

The surplus of £740,000 reported from the write-back of over depreciation from assets handed over when Rooftop was formed was noted and how this was purely an accounting adjustment.

There was a discussion on a comment received from DEH on the Board being advised of key news items in advance. It was explained how some issues were raised on social media before Rooftop was aware of them so this was not always possible. However, the EDR would discuss with DEH and CEAP the process for updating Members on key communications issues. The EDR advised that a revised Communications Strategy would be presented to the Board at the next meeting.

EDR

MH queried how cyber security was covered in the TOM. The EDR agreed to speak to him as to its articulation and ownership in the Model.

EDR

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

The HoF joined the meeting.

**3412 Business Plan and Corporate Plan outturn report 2022-23**

The EDR commented that the turnover of colleagues was decreasing and there had been a higher standard of applicants for recent recruitment requirements. She added that the performance on projects for the last year had been good.

There was a discussion on the relatively low number of users for the customer app and portal and how it was being improved as it did not currently provide customers with the full range of services that they wanted. These would be relaunched following the improvements. The EDI advised how a group of colleagues had produced a report on the usage of the app and their recommendations were being reviewed as part of this improvement process.

CEAP commented on the lack of progress with the implementation of the Customer Charter and service standards project and that this should be a priority to complete. The EDO explained how this was being reviewed against customer expectations and due to the changes in the TOM. The Customer Experience Panel was also due to go live soon. An update would be provided in the next Operations overview report and would also be discussed at the forthcoming Strategy Day.

**RHG and RHA:** Members noted the content of the Business Plan and Corporate Plan outturn report 2022-23.

**3413 RHG Financial Business Plan May 2023**

The EDR highlighted the key points in the Financial Business Plan (FBP) and how it formed part of the RSH Financial Forecast Return (FFR).

The EDR confirmed that the speed and impact of issues was factored into the mitigation levels and there was a detailed plan that was worked through. She added that at any one time there was a minimum of £5 million or three months cash available on instant access.

TR queried whether the forecast changes would mean that future reporting would be against the original budget or revised budget. The EDR commented that she would need to confirm this and would report back directly to TR.

The EDR advised how there was a working prediction assumption that there would be no development past 2027/28 so less cash would be required, how the 1% voids target would be a challenge and the combined (general needs and supported) current performance was 2.38%.

It was noted how the recommendation of delegating to the EDR was for non-material changes only. The GCE noted that when the revised grant rates from HE were formally confirmed these would be added to the FBP.

EDR

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

- i. the 2023 Financial Business Plan be approved.
- ii. delegated authority was given 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 2023.

This included DEH approval by email.

The HoF left the meeting.

The HoProp joined the meeting.

## **3414 Health and Safety annual review and Revised Health and Safety Policy**

### **3414.1 Health and Safety annual review**

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

### **3414.2 Revised Health and Safety Policy**

The HoProp reported on the minor amendments in the Policy

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

## **3415 Repairs and Maintenance Strategy**

The EDO explained how the Strategy had been produced based on several reviews of the service and how eight key areas had been created from this data. She noted how there had been comments received from Members which would require amendment to the key areas including asset investment added to number 9, additional comments on Damp, Mould and Condensation (DMC) and the terminology used for the two repairs categories.

The GCE reported on the importance of this Strategy and the key points of it including how the level of engagement with Platform Property Care (PPC) had improved considerably, the hybrid approach with major works being undertaken by other contractors and how customer satisfaction on repairs was consistent.

The EDO commented on the work to reduce the use of sub-contractors and how priority four works would be brought inhouse to complete.

**RHG:** It was **RESOLVED** that the Repairs and Maintenance Strategy be approved, subject to the amendments requested. This included DEH approval by email.

The HoProp left the meeting.

## **3416 Quarterly Financial Monitoring - see Quarterly Monitoring Q4 2022/23 Reading Room**

The EDR noted the positive outturn in performance and that final figures would be reported to the Board at the July meeting.

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

EDO

		Action
3417	<p><b>Customer Voice</b></p> <p>The EDO noted the challenges faced by the team.</p> <p>The EDO explained the different stages of complaints and how they were currently monitored. CEAP asked that the trends on the different complaint stages be included in future reporting.</p> <p>There was a discussion on the new adoption of case management for complaints and how this would take some time to see improvements in complaints handling.</p> <p>The Stage 1 complaint (2804) was noted and the EDO agreed to review the level of compensation offered to the customer. It was commented that this case had occurred before the Compensation Policy had been updated and customers were expected to have home contents insurance to cover any issues where it was not caused by negligence from Rooftop.</p> <p>MH praised the balance of compliments and complaints in the report.</p> <p>WH questioned whether Rooftop tailored services to individual customers which the EDO advised was not possible at the moment as further data was still to be collected.</p> <p>It was noted that there was a lag between repairs being completed and this feeding into the customer satisfaction figures.</p> <p><b>RHG and RHA:</b> Members noted the content of the Customer Voice report.</p> <p>The VaLPM joined the meeting.</p>	<p>EDO</p> <p>EDO</p>
3418	<p><b>Voids and Lettings</b></p> <p>The EDO introduced the presentation by explaining how this was a key challenge area for the organisation with the complexities and high level of work involved in it.</p> <p>The Chair commented that she had spent a day with the team looking at the worst cases and hearing about the issues the team faced.</p> <p>The VaLPM gave a presentation. She advised how customer expectations on the state of the property were changing and they were more likely to move to a new build property if the opportunity was available to them. This was not necessarily a Rooftop property as there were other housing associations in the area with new developments. A temporary pause on internal transfers had been set up and reasons for moving were being collected. This would include possible issues in the surrounding area, anti-social behaviour for example and it was suggested those properties difficult to let would be rated red and amber on the housing management system.</p> <p>The EDO explained how a minimal voids standard had been created in consultation with customers and this was evolving.</p> <p>WH suggested that “To Let” boards could be displayed outside properties which the VaLPM agreed to explore as an option.</p>	<p>VaLPM</p>

		Action
	<p>The Chair summarised that the Board had a clear understanding of the work, commitment and assurance that was being provided in this area, how it would take time so see improvements and that it was supportive of what was being done. The GCE added that the team could turn round 10 to 12 voids a week but 20 to 25 was a struggle. It was a complex issue which the Board now had oversight of including the financial cost to the organisation. WH would be a member of the Voids and Lettings Project board and an update would be provided to the Board at each meeting going forward.</p> <p><b>RHG and RHA:</b> Members noted the content of the Voids and Lettings report.</p> <p>The VaLPM left the meeting.</p>	
<b>3419</b>	<p><b>Compliance, Health and Safety Report to 31 March 2023</b></p> <p>The HoRA described how the management of Fire Risk Assessment (FRA) actions issue was being reviewed. The key issue was how to manage the longer term actions and provide suitable assurance to the Board and Audit and Risk Committee. However, he noted that all statutory requirements were complied with.</p> <p>There was a discussion on the breakdown in the reporting of the FRA figures and how it was not clear which were overdue and which had been delayed through the decision-making process. CEAP suggested that a simple two-line summary breakdown with these figures was required for the Board. The EDO agreed to provide this breakdown to Members by email.</p> <p>MH raised a concern on those actions that were outstanding over 12 months and how this was unacceptable. The EDO agreed to provide assurance to MH through a meeting with the Safety and Compliance Manager that these actions were not major health and safety issues.</p> <p>The GCE reminded the Board that it had agreed an averse Risk Appetite to health and safety. An updated Fire Safety Policy and Management Plan would come to the Board for approval and the Audit and Risk Committee would review the latest figures at its next meeting.</p> <p><b>RHG and RHA:</b> Members noted the assurance given in the report and actions being taken to address areas of non-compliance.</p>	<p>EDO</p> <p>EDO</p> <p>EDO</p> <p>EDO</p>
<b>3420</b>	<p><b>Q4 2022-23 Risk update</b></p> <p>The HoRA noted the key risks including a new one requested by the Audit and Risk Committee on DMC, how some risks were being rescored due to the change in the approach to Risk Appetite scoring and that the colour grid would change with those in amber under judgement and a yellow band created for those risks that the Board had a tolerance level for.</p> <p><b>RHG and RHA:</b> Members noted the content of the Q4 2022-23 Risk update report.</p>	
<b>3421</b>	<p><b>Revised Risk and Assurance Policy and Framework</b></p> <p>The HoRA commented that the only minor changes were in the Risk Appetite section.</p> <p><b>RHG:</b> It was <b>RESOLVED</b> that the Risk and Assurance Policy and Framework 2023 be approved. This included DEH approval by email.</p>	



**3422 Revised Accounting Policy**

The EDR noted the minor changes and how BDO and the Audit and Risk Committee had been consulted as part of the review process.

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

**3423 Revised Complaints Policy**

The EDO explained the minor changes and the reasons behind them.

TR praised the Complaints Process Overview in appendix two of the Policy and asked that it be provided to customers. The HoG confirmed that this was included on the website.

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

**3424 Revised Home Ownership Policy**

The EDI noted the minor changes to the Policy.

WH queried if staircasing down was an option to which the EDI confirmed that it was not Rooftop policy but was reviewed on a case by case basis and only in special circumstances.

**RHG:** It was **RESOLVED** that the revised Home Ownership Policy be approved. This included DEH approval by email.

The Chair left the meeting briefly.

The HoD joined the meeting.

**3425 Re-development of Crown Close, Bishop's Cleeve**

CG re-joined the meeting.

There was a discussion on the revised scheme.

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

- i. entering into a contract to demolish 20 maisonettes and 28 garages and construct 28 homes including all associated infrastructure works
- ii. the total scheme cost subject to the approval of the S106 agreement.
- iii. the total forecast loss on sale for the 10 Shared Ownership homes that would be required to be impaired.

This included DEH approval by email.

The HoD left the meeting.

The HoAI joined the meeting.

**3426 St Oswald's urban village, Gloucester**

There was a discussion on the proposed scheme.

**RHA:** It was **RESOLVED** that an additional budget to progress the project to Planning Submission be approved. This included DEH approval by email.

The HoAI left the meeting.

**3427 Corporate Plan 2023 to 2026 and Annual Plan 2023/24**

**RHG and RHA:** Members noted the content of the Corporate Plan 2023 to 2026 and Annual Plan 2023/24 decision taken report.

**3428 Annual review of the Committees' terms of reference and effectiveness 2023**

The HoG noted all Committees had completed their annual reviews and she thanked Members for their contributions.

**RHG:** It was **RESOLVED** that the proposed amendments to the following terms of reference and notes the review of effectiveness for the Audit and Risk Committee, Nominations and Performance Committee and Remuneration Committee be approved. This included DEH approval by email.

**3429 Regulator of Social Housing (RSH) framework: self - assessment 2022-23**

The HoG recognised the hard work of the Heads of Service, Executive Team and Governance and Operations Admin teams in producing quality evidence showing our compliance against the set of standards.

**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 2022-23 annual accounts be confirmed. This included DEH approval by email.

**3430 NHF Code of Governance (2020) – annual compliance for 2022-23**

The GCE reported that this compliance process involved reviewing a large amount of potential evidence against the Code and that he had no hesitation that it did not demonstrate the Board's compliance with it.

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

- i. the completed 2022-2023 self-assessment of the Group's compliance with the NHF Code of Governance (2020) be approved; and
- ii. agreement was given to publish a statement declaring full compliance in the annual financial statements for 2022-2023.

This included DEH approval by email.

**3431 Joint meeting of the Boards Forward Plan and draft agenda for June Strategy Day**

The HoG stated that the confidential item on the Board Strategy Day agenda had been removed as it had been discussed in this meeting.

**RHG and RHA:** Members noted the content of the Joint meeting of the Boards Forward Plan and draft agenda for June Strategy Day report.

**3432 Any Other Business**

The earlier highly confidential noted item was discussed earlier in the meeting.

**3433 New or emerging risks**

The HoRA reported that there had been good challenge by the Board with strong discussion. He was considering adding a risk in regard to the St Oswald's urban village and the potential £1 million that could be lost if it did not go ahead.

There being no other business the meeting closed at 12.55 pm.