

**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 24 January 2024
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)	Sam Morgan	Executive Director - Resources (EDR)
	Claire-Elaine Arthurs Payne (CEAP)	Lisa Nicholls	Executive Director - Operations (EDO)
	Wayne Harris (WH)	Rebecca Pitt	Executive Director - Investment (EDI)
	Myron Hrycyk (MH)	Caroline Allen	Head of Governance (HoG)
	Tessa Rollings (TR)	Andrew Ledger	Head of Risk and Assurance (HoRA)
	Jonathan Wallbank (JW)		
		Kayleigh Sterland-Smith	Head of Finance (HoF) (part)
	Daisy Halford (DEH) (part)	Rob Bryan	Vantage (RB) (part)
	Lenna Cumberbatch-Nichols (LCN) (part) (via Microsoft Teams)	Lee Burke	Aareon (LB) (part)
		Rajeev Nayyar	Aareon (RN) (part)
		Alek Legosteva	Aareon (AL) (part)
		Stuart Hitchman	Head of Digital and ICT (HoDICT) (part)
		Adam Quinn	Head of Asset Investment (HoAI) (part)
		Ruth Organ	Senior Governance Officer (SGO) (minutes)

- 3520 Apologies for absence**
- There were no apologies for absence received. LCN was attending the meeting via Microsoft Teams and would be leaving the meeting early.
- The Chair welcomed the EDI in her new role.
- 3521 Declarations of interest**
- All attendees declared an interest in the recommendation at minute number 3526.1 (annual salary increase review). Where members served on other bodies, their declaration of interest was taken as read.
- 3522 Any Other Business items**
- There were no Any Other Business items raised.

Action

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CHAIR

3523 Draft minutes of the joint meeting of the Boards of RHG and RHA held on 22 November 2023

LCN thanked the GCE for providing the rent level benchmarking information. It was noted that analysis of the data by LCN indicated that Rooftop was not at the lower or median level as the GCE had previously suggested was likely, but rather at the higher end of rent costs. The EDR added that the data received was not 100% consistent and she was waiting on further information on the percentage of rents set above the Local Housing Allowance.

RHG and RHA: It was **RESOLVED** that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 22 November 2023 be approved.

3524 Outstanding Actions List

RHG and RHA: Members noted the progress on the Outstanding Actions List.

3525 Draft minutes of the meeting of the Audit and Risk Committee held on 10 January 2024

TR noted the discussion held on the Complaints Handling (Health Check) Internal Audit report and the concern of the Committee on the performance of Rooftop in this area; the praise of the Committee to the Customer Scrutiny Panel on its Grounds maintenance scrutiny review report and the need to set achievable timeframes on the recommended actions; the positive direction of travel in the Voids and Lettings performance and the discussion held on the data risk.

The Chair commented on the value of the work that the Committee undertook including the deep dives.

RHG: Members noted the content of the draft minutes of the meeting of the Audit and Risk Committee held on 10 January 2024.

3525.1 Minute number 1610: Discharge of Audit and Risk Committee responsibilities Q3 2023/24

RHG: It was **RESOLVED** that the work of the Audit and Risk Committee during Q3 2023/24 in assessing the adequacy of internal controls be approved.

3526 Draft confidential minutes of the Remuneration Committee meeting held on 10 January 2024

This item was minuted separately.

3527 Group Chief Executive, Performance and Executive Team overview reports

The GCE commented on the work required to comply with the new Regulator of Social Housing (RSH) consumer standards in readiness for the In Depth Assessment (IDA) expected in the summer.

He would be reporting the Housing Ombudsman (HO) severe maladministration order to the RSH and was working with the EDO on the response plan to this order. The Protocol on Engagement with the RSH would be updated in regard to this type of self-referral.

CG queried the voids position which was higher compared to last year. The EDR responded that there had been more voids received this year, compared to previous years but she was confident in the improvements being made. Regular monitoring of the figures by the GCE and Hol was continuing on a weekly basis. She added that she expected to be forecasting a better position at year end within the next quarterly monitoring pack.

JW noted the work on the covenants and proactively discussing impairments with the funders. The EDR advised that she would be providing an update later in this meeting.

3527.1 Performance

The GCE reported on the positive figures for customer satisfaction, Tenant Satisfaction Measures and rent arrears. He noted that there had been a timing issue of when the Housing Benefit payments were received in December and posted on the system in January which distorted the position on rent arrears. He expected that the voids figure would become Business as Usual by the end of the financial year.

The Chair commented positively on the money advice support that was being provided to customers that needed this service.

The EDO noted that the complaints figures for Stage One and Two cases were low compared to the sector but that performance against policy timescales was poor and behind the sector. This was what was being addressed with the new centralised Complaints management team. The new team would be working to clear the backlog of cases which was expected to take four to six weeks. The EDO added that she was also meeting regularly with those colleagues involved with these cases.

The EDO explained how the new engagement and influencing framework would incorporate existing processes, an oversight on complaints and communication with customers.

WH queried the time taken to complete voids works and whether it related to the condition of the properties being returned and contractor capacity. The EDI advised that a second contractor had been procured to undertake this work and Platform Property Care (PPC) was also increasing the number of operatives in this area which would see an improvement in the next financial year. The EDO confirmed that voids pre-inspections were undertaken and that the Rechargeable Repairs and Recoverable Costs Policy would be relaunched within the next week.

The GCE summarised the current situation with complaint handling with problems being fixed but not within the agreed timescales. CEAP added that for Stage Two cases it was the delay in responding and not answering the whole complaint that was the main issue. The EDO advised that the approach to complaints was being centralised with the dedicated team who would manage and investigate Stage One cases and also coordinate HO evidence. The Chair commented that this was a challenge across the sector and not just with Rooftop. The EDO reported that compensation levels had also significantly increased along with the number of disrepair cases received. In response to a question about complaint volumes and confidence levels the changes would deliver on compliance, the GCE stated it was his view that the changes would help but he could not say now that they would fully resolve the problem, given the financial and staffing constraints Rooftop was managing.

There was a discussion on the prioritisation of cases based on the vulnerability of customers. The GCE advised that customers were being asked for their protected characteristics which would help to triage repairs cases, although he anticipated 30 - 40% of Rooftop customers might potentially class themselves or be classed formally as vulnerable. LCN commented that as long as it was shown that their needs were taken into account there should be less chance of problems with potential legal repercussions.

The prioritising of non-emergency repairs was discussed and how Rooftop was working with PPC to improve how these were dealt with.

3527.2 Operations overview

The EDO noted the changes within the Repairs team working towards achieving a stable service.

There was a discussion on the types of repairs that were being delayed, that the customer was not being put at risk and what communications were provided during the waiting period. The EDO advised that it was non-emergency works including priority four (high cost) works that were being delayed and a call to the customer would be made nearer the repair due date. CEAP suggested that a courtesy call be made to customers during the wait period and MH noted the potential use of text messaging, which the EDO agreed to explore as this was already in place to a degree with the Voicescape software. The GCE added that changes to the wider communication on repairs wait timescales would be reported to the Board in March.

EDO

The Chair commented that delays for work could cause additional problems and that customers should be advised to contact Rooftop if the issue worsened. DEH noted that this was already happening with customers reporting further repairs issues that were more expensive to repair. The EDO asked for some examples of these issues.

DEH

3527.3 Investment overview

The EDI summarised her report.

The EDI explained how the external decorations programme was improving with a new contractor in place and that the kitchen and bathrooms programmes had been reduced due to budget constraints. WH commented that those works delayed needed to be completed in the next few years to avoid further issues and costs being incurred.

The EDI confirmed that the Stock Condition Survey (SCS) data would be uploaded to the QL housing management system by the end of March, subject to resources.

She commented positively on the two tenders received for the St Oswald's Park scheme and that WH had reviewed them. She added that whilst analysis was ongoing she was confident that both tenderers could undertake the work and that the low response rate was not a cause for concern.

The extension of the Brownfield Land Remediation Fund (BLRF) risk on the scheme was discussed and how it was linked into the contract as a viability condition.

It was discussed how there would be write off costs if the scheme did not progress but the EDI advised that there was time to source alternative sites and work with Homes England on the grant funding for them.

The EDI commented on the plan to get back to the 99.5% Decent Homes target by the end of the financial year. Both the EDI and HoRA advised how the Damp, Mould and Condensation (DMC) Category One and Two works were being tracked through meetings, reported monthly to the Executive Team and then through to the Audit and Risk Committee and the Board.

The EDI confirmed that the kitchens and boilers being fitted were of the same standard with only a choice of finish offered to customers.

It was noted that nine out of the 10 proposed properties had been identified for housing refugees. The tenth property had not materialised.

3527.4 Resources overview

CG commented on the trade-off between asset improvement and financial performance. The EDR explained how there was capacity to deliver against the committed Band C work and the need to smooth the planned maintenance programme using the SCS data. There would also be more capital headroom with the move to an Earnings Before Interest, Taxes, Depreciation, and Amortisation (EBITDA) only Treasury Strategy. Further discussion with the Board would be held during the year on what could be delivered within the finances of the organisation, looking at the necessary works and potential risks.

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

3528 Funding and financial position update

The EDR gave an update on the progress with the negotiations with Lloyds, Nationwide and Santander with support by Savills. It was noted that this would be concluded by 31 March.

The EDR presented the Quarter Three financial position.

The Chair asked to be kept updated with the negotiations progress.

JW thanked the EDR for her work on this issue. TR added that it was the right way forward for Rooftop. The EDR offered to provide more detail if Board Members requested it. The GCE added that the ability to ask questions of TR, JW and the Chair had been invaluable during this process.

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

- i. the Indicative Terms from Lloyds at appendix 1
- ii. delegation to the Executive Director - Resources to sign the Heads of Terms once issued by Lloyds.

3529 Value for Money presentation

RB joined the meeting.

He summarised his presentation, which the Chair thanked him for. She noted that the operational margin for Rooftop was good for the sector.

In response to a question from CEAP on high service charge costs, RB explained that there would be a corresponding income figure within each organisation. He added that there was no guidance from the RSH on repairs and maintenance categories and not to draw too many conclusions from these figures. The GCE commented that the Board would receive a further update in regard to dealing with the unsustainable demand. This would be at the March board meeting as part of a wider review of managing the PPC partnership to address cost and efficiency.

RHG: Members noted the content of the Value for Money presentation.

RB and the HoF left the meeting.

DEH left the meeting.

3530 Aareon QL update

LB, RN, AL and the HoDICT joined the meeting.

This item was minuted separately.

LCN left the meeting.

LB, RN, AL and the HoDICT left the meeting.

3531 Customer Voice

The EDO summarised the report and thanked the Board Members for attending the recent Tenant Participation Advisory Service (TPAS) session.

There was a discussion on the HO severe maladministration order and how it related to our poor engagement with the management company. The EDO commented on the learning points taken from the case including clarity on the responsibilities of Rooftop and the management company/agent that would be addressed.

In response to a query from CG on the drop in the overall satisfaction figure the EDO explained that the figures were analysed and the only conclusion drawn was that the survey proportion that month had a high number of customers that had made a complaint within the last 12 months.

MH stated that he read the compliments in the report and how it showed that Rooftop exceeded customer expectations in many cases.

The HoAI joined the meeting.

Following a query from CEAP on call handling the EDO explained how this was separate to the reception work of the Customer Advisors.

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

3532 Responsive Repairs Value for Money project update

The Chair welcomed the HoAI to his first board meeting.

He summarised the key points of the report.

CEAP noted that as Board Representative on Repairs and Operations she felt that Rooftop should be challenging PPC on its projections and cost control as currently it seemed that we had little or no control in this area. The EDR advised that she met regularly with the Finance team at PPC and also with the Finance Director at Platform Housing Group and had raised these concerns with them. She was insisting on more accurate forecasting from the next financial year and formal approval to be sought on any increase to the agreed level of expenditure.

There was a discussion on whether embedding a Rooftop manager in PPC was a suitable option and how we should be managing the relationship in an open and transparent way providing support and assistance, but sharing any additional costs that may incur. It was noted that the Rooftop manager would be an existing resource and they would be able to provide more insight as to how PPC was operating including performance managing its workforce.

WH queried whether the supplier market had been tested which the EDO confirmed had been completed a little while ago.

CG commented that Rooftop should challenge PPC and pressurise it to improve as it was the expert in running the maintenance delivery company.

The HoRA noted that the Board had recently approved the renegotiated agreement with PPC which had included looking at the options that were available to Rooftop in this area. The GCE added that the performance of PPC was not optimal but it was delivering above benchmark customer satisfaction figures. The key areas to work on were the reduction of costs and taking more control of the contract, thereby driving efficiency. He confirmed that a further update would be provided to the Board at the March meeting with the idea of further discussion at the June Strategy Day to provide it with confidence in this partnership and a vision for addressing cost, control and performance.

RHG and RHA: Members noted the content of the Responsive Repairs Value for Money project update report.

3533 Compliance, Health and Safety report to 30 November 2023

The HoRA highlighted the key points of the report which included the review by Make UK on the approach being taken on dealing with Fire Risk Assessment (FRA) actions and how this was in line with the industry standard. There was still a requirement to review the process on how remedial FRA actions were handled which was ongoing.

He commented on the work on DMC including the positive response from the RSH on the recent referral and the ongoing management of Category Two hazards.

The EDR left the meeting.

The EDI explained how all Category One DMC cases were on the QL housing management system and Category Two cases were in the process of being uploaded onto it and prioritised in line with their severity rating. It was expected that this work would be completed by the end of March.

The EDR rejoined the meeting.

CG queried the breadth of work that was required to be completed and the time taken to do this. The HoRA explained that these were random recurring items that took little time to complete. He suggested that these inevitable occurrences of numerically small compliance issues were reflected in future reporting.

WH left the meeting.

There was a discussion on the resourcing so that these odd items could be completed. The EDI added that the focus of the Safety and Compliance team would be in investigating and removing the barriers to completing the outstanding FRA actions.

WH rejoined the meeting.

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

The HoAI left the meeting.

3534 Growth update

This item was minuted separately.

3535 Revised RSH Consumer Standards: implementation plan

The HoG advised that the RSH had completed the annual stability check for Rooftop Housing Group reconfirming the G1/V2 rating. This meant that it was unlikely that the In Depth Assessment would be held in this financial year but would follow the new regime from 1 April.

The GCE explained that analysis had been completed on the new consumer standards with 60+ actions identified, around 10 of which were significant in terms of the work required. He added that an updated plan would be provided to the Board in March. The EDO noted that the gaps identified were areas that were already being worked on.

GCE

		Action
	<p>The HoG summarised the new standards and advised that a consolidated workshop would be held after the board meeting in March to assess progress against the identified actions but also to fully understand the Board's overall responsibilities.</p> <p>It was commented that the RSH did not expect many housing associations to achieve the highest rating of C1 initially but expected improvements to be made within a year to reach this level. It was noted that Rooftop had a good working relationship with the RSH and a regular meeting with our contacts had been arranged for March.</p> <p>TR queried the work required on the relevant Key Performance Indicators (KPIs), which the GCE noted were good but equality, diversity and inclusion impacts and meeting vulnerable customer needs was still an area that needed to be improved. He agreed to review the KPIs against the standards by the next board meeting.</p> <p>The EDO and HoG commented on the engagement of customers and how Board Members could get out into the community and speak with them.</p> <p>RHG: Members noted the content of the Revised RSH Consumer Standards: implementation plan report.</p>	GCE
3536	<p>Joint meeting of the Boards Forward Plan</p> <p>RHG and RHA: Members noted the content of the Joint meeting of the Boards Forward Plan report.</p>	
3537	<p>Q3 2023-24 Risk update including any new or emerging risks</p> <p>The HoRA noted the key points in the report including data, DMC and complaints. He added that the Business Risks remained stable.</p> <p>MH questioned whether the HoDICT was the right owner for the data risk and whether it should be at a higher level, which the HoRA advised would be reviewed as the data owners were the Executive Directors.</p> <p>WH commented on the key driver of the Business Risk 'Failure to meet decarbonisation (EPC band C) corporate plan objective by 2030' and whether this was a reputational or compliance risk. The HoRA suggested that this be considered at the next Audit and Risk Committee meeting.</p> <p>TR noted the new format of risk reporting which now included a summary which the Committee had found very useful.</p> <p>RHG and RHA: Members noted the content of the Q3 2023-24 Risk update report.</p>	HoRA HoRA
3538	<p>Revised Disposals and Change of Use Policy</p> <p>The EDI commented on how the threshold for voids works had been added to the Policy following the Void Management Internal Audit.</p> <p>She advised that TR had queried whether a property with an EPC rating Band D would be automatically disposed of and she responded that this would be a consideration only.</p>	

The HoG advised that LCN had questioned whether section 8.1 should provide extenuating circumstances and Equality, Diversity and Inclusion considerations. The EDI responded that this was not appropriate as the consideration was included in the checklist and procedure.

TR welcomed the changes including reviewing the best use of Rooftop properties and the use of funds for the future regeneration of them.

CG queried the new clause at section 8.3 to which the EDI explained that it was to provide clarity on what properties could be disposed of. The criteria was noted and what was required to be reported to the Board and the RSH. It was added that this included being proactive on identifying properties suitable for future disposal even when a customer was in situ.

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

MH left the meeting.

3539 Redevelopment of Almonry Close, Pershore

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

3540 Treasury Strategy - Nationwide Heads of Terms

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

3541 Any Other Business

There being no other business the meeting closed at 1.27 pm.