

**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 13 July 2022
at 70 High Street, Evesham and electronically**

Members present:	Sally Higham (Chair) (via Teams) Colum Goodchild (Vice Chair and Senior Independent Director) (CG) Claire-Elaine Arthurs Payne (CEAP) Daisy Halford (DEH) (part) Myron Hrycyk (MH) Paul Spooner (PS) Tessa Rollings (TR) Jonathan Wallbank (JW)	Boris Worrall Sam Morgan Lisa Nicholls Caroline Allen Andrew Ledger Rebecca Pitt Kayleigh Sterland-Smith Will Simmons Sian Humphreys Ruth Organ	Group Chief Executive (GCE) Executive Director - Resources (EDR) Executive Director - Operations (EDO) Head of Governance (HoG) Head of Risk and Assurance (HoRA) Head of Asset Investment (HoAI) Head of Finance (HoF) (part) Head of Property (HoProp) (part) Responsive Repairs Project Manager (RRPM) (part) Senior Governance Officer (SGO) (minutes)
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Action

3263 Apologies for absence

There were apologies for absence received from the Executive Director – Investment (EDI). The HoAI was attending the meeting on his behalf.

The Group Chair was attending via Microsoft Teams so CG would be chairing the meeting on her behalf.

3264 Declarations of interest

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

The HoG noted the Members’ declaration of interest under agenda item 8.2: Proposed Appointments to Office September 2022.

3265 Any Other Business items

There were no additional Any Other Business items raised.

3266 Draft minutes of the joint meeting of the Boards of RHG and RHA held on 18 May 2022

RHG and RHA: It was **RESOLVED** that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 18 May 2022 be approved.

3267 Notes of the Board Strategy Day held on 8 June 2022

RHG and RHA: It was **RESOLVED** that the notes of the Board Strategy Day held on 8 June be approved.

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CHAIR

3268 Outstanding Actions List

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

3269 Draft minutes of the Audit and Risk Committee held on 29 June 2022

CEAP gave a summary on what was discussed at the meeting including the planned work to meet the deadline for installing Carbon Monoxide alarms in all relevant properties. She added that it was the last meeting for PS and thanked him for his insight and constructive challenge as a member of the Committee. CG noted that this was also the last meeting for CEAP as Chair of the Committee. On behalf of the Group Board, he thanked CEAP for leading the Committee over the past two years.

The EDO commented that the task of installing the Carbon Monoxide alarms in 2,000 properties by the deadline would be a challenge and that we were doing our best to meet this deadline. The measures outlined were robust but a key element of this was obtaining the devices themselves and the labour to fit them. PS offered his appreciation to the team that was working to tackle this issue.

CG noted the assurance that the Committee provided to the Board through its deep dives into the key areas of the organisation.

RHG: Members noted the contents of the draft minutes of the Audit and Risk Committee held on 29 June 2022.

3269.1 Minute number 1444: Discharge of Audit and Risk Committee responsibilities Q1 2022/23

RHG: It was **RESOLVED** that the work of the Audit and Risk Committee during Q1 2022/23 in assessing the adequacy of internal controls be approved.

3269.2 Minute number 1450: Annual Reports and Financial Statements for the year ended 31 March 2022 – see minute number 3275 for board approval**3270 Draft minutes of the Nominations and Performance Committee held on 29 June 2022**

This item was minuted separately.

3270.1 Minute number 136: Board Succession Plan 2022- 2027 review – see minute number 3288 for board approval**3270.2 Minute number 137: Skills Matrix including Committees – see minute number 3292.1****3270.3 Minute number 138: Nominations to Office September 2022: proposals – see minute number 3289 for board approval**

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CHAIR

3271 Group Chief Executive, Performance and Executive Team overview reports

The GCE summarised his report noting how a rent rise cap was expected by the Government and how this would be discussed at the October Strategy Day. Customer satisfaction figures were disappointing but were in line with other housing associations; Campbell Tickell support was adding value to the Operating Model project and this was progressing with the crystallisation of what were core and discretionary services and those services that were delivering a return on investment.

There was a discussion on the customer satisfaction figures and how there may be multiple reasons including the low level of customer tolerance with the personal stress due to the pandemic and current economic climate. This was also wider than a sector issue and that the UK was experiencing one of the highest levels of complaints. It was important that Rooftop was customer centric and that it was at the heart of the Operating Model which should be agile to react to changes in customer behaviours.

It was noted that improvements in customer communication and colleague customer training (including Equality, Diversity and Inclusion and soft skills) would assist in this area. The GCE commented that the Customer Experience Manager newly in post was already making a difference.

A discussion on future office accommodation was held.

Performance – it was noted that customer satisfaction had been discussed and voids was on the agenda separately.

3271.1 Operations overview

The EDO advised that the only update since writing the report was the launch of the Supported Housing review that week that linked to the Operating Model review.

3271.2 Investment overview

The HoAI gave an update on the proposed scheme at St Oswald’s, Gloucester.

There was a discussion on the performance of the programme maintenance programme and how Platform Property Care (PPC) was working to get it back on track. DEH queried how customers were being communicated with on any delays to their expected works. The HoAI responded this was under review to make sure that they were being kept fully updated.

The PPC trigger plan was commented on and how it would be actioned if PPC could not meet deadlines set following constructive dialogue between Rooftop and PPC. It was asked that an update on the trigger plan was provided at the next board meeting.

EDO

3271.3 Resources overview

The EDR advised that there was cross team working to move the compliance data onto QL and a Plan on a Page would be provided for the next board meeting.

EDR

In response from a question by JW on the reported fraud case and the documentation of the preventative actions, the EDR explained what controls had been put into place to avoid this happening in the future and that BDO, the external auditor, had no further concerns.

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

3272 Confidential

This item was minuted separately.

3273 Supported Housing Voids including Dorothy Terry House update

There was a discussion on the extensive work to tackle voids in supported housing and in particular the number of voids at Dorothy Terry House.

RHG and RHA: Members noted the content of the Supported Housing Voids including Dorothy Terry House update report.

3274 Approval of additional expenditure 2022/23 to support the delivery of the Project – Asset Investment Review

The EDR explained how the data was not available when the budget was set for this year, although expenditure was expected. PS commented that this was not made clear in the report. The EDO responded by noting that it had been referenced in reports provided to the Board at the last two board meetings with regards to the stock condition.

In response to a question from CEAP, the EDR advised that there was capacity in the budgets and Financial Business Plan for this expenditure with no potential breach in covenants. The HoAI added that the cost included posts that were currently vacant and had been set at the highest level of expenditure expected. Contingency has also been built into this figure.

It was confirmed that this would become a rolling programme in the future and that there were sufficient roles in the establishment to complete this work.

PS queried whether this survey work should be linked with the Band C Project so that it could be evidenced against it. TR asked whether there was an issue with duplicating the survey work on a property. The HoAI confirmed that there would be integration between the two programmes utilising the information gain from one survey to the second survey.

RHG: It was **RESOLVED** that the proposed funding required as additional expenditure to the 2022/23 budget be approved.

The HoF joined the meeting.

3275 Annual Reports and Financial Statements for the year ended 31 March 2022

CEAP noted that at the Audit and Risk Committee BDO had reported that it was a clean audit and that Rooftop was in a good position compared to others in the sector, thanking the teams involved in this process. This was seconded by JW adding that it had been a tough process and it was good that BDO recognised the work carried out.

The HoF explained the two outstanding items on the audit relating to a delay in Lloyds Bank responding to a request, and the pensions liability. The key issue was the pensions liability and BDO being provided with the relevant control report from the scheme provider, which was a sector wide issue.

The HoF advised that the audit needed to be completed by the Funders' deadline of 27 September. She added that the letter of representation would be dated and signed when the accounts were signed.

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

- i. the Annual Reports and Financial Statements for the year ended 31 March 2022 and the Letter of Representation subject to any further amendments
- ii. that Signing of the Statements by the Chair of RHG, the Chair of RHA, the Chair of Audit and Risk Committee and Head of Governance will be in consultation with the Executive Director – Resources once the audit has been finalised.

The HoF left the meeting.

3276 Treasury Strategy

The EDR commented on the Lloyds Bank loan and how it now had negative breakage costs which Lloyds was keen for Rooftop to pay back early. Centrus, Rooftop's Treasury Advisors, was completing a review of the options available but no decision would be made until this report had been received and analysed. She added that a change in valuation method was not permitted in the current agreement with Nationwide.

The EDR noted there were no issues with security at this time and there would be a potential project for next year to review the long term funding options along with procuring a new treasury advisor.

RHG: It was **RESOLVED** that the revised Treasury Strategy be approved.

3277 People Strategy 2022-2026

CEAP commented how the Strategy had involved a considerable amount of work and was pleased to see the clear commitments being made to colleagues.

It was noted that action 2 relating to the People Promise should be amended to 'Develop **and Deliver** a new People Promise and brand'.

There was a discussion on the planned staff structure review next year as part of the Operating Model project and which linked with the professionalism agenda.

PS praised the Strategy as being agile and moving Rooftop in the right direction. However, he queried why the themes from the exit interviews were not linked into the Action Plan. The EDR responded by advising that this was a high level strategic plan for the Board and these themes were being captured in an operational level plan.

The EDR explained how the results of the colleague survey had been incorporated into the Action Plan and that she expected more positive survey results from next year as a result. PS commented that this gave him assurance that the key issues were being addressed. Both the GCE and Chair commented on the results noting there were three to four big themes and when the Action Plan was completed this would put Rooftop in the right place with colleagues. Rooftop was a good employer but the benefits needed to be balanced and reinforced to colleagues.

The Board commented that it was good to hear from the survey that colleagues were generally satisfied. This gave an extra level of scrutiny and how the benefits of the 'one team' approach should be included in the Operating Model project.

CG noted that the Strategy Action Plan included exciting and engaging tasks.

RHG: It was **RESOLVED** that the People Strategy 2022-2026 be approved.

GCE

3278 Communications Strategy

There was a comment on how the golden thread of the Annual Business Plan could be made clearer and thought given to how PR was included. It was noted that it was a challenge to provide an Action Plan for this area of the business.

Customer communication preferences were discussed and how it was being addressed through the improvement of this data on the QL system and how services needed to be adapted to meet the customer needs.

TR commented that the Strategy should relate to both internal and external customers and that the internal part needed specifying. The EDR agreed that both colleagues and volunteers should be included in the Strategy.

HoC

MH suggested that the Action Plan should be shaped to directly link the outcomes with the strategic objectives in the Strategy.

HoC

CEAP noted that communications were both reactive and proactive and the proactive side needed strengthening in the Strategy. It needed to be clear how ownership of PR was being managed and how the organisation viewed its communication.

HoC

TR added that tone of voice should also be included in it.

HoC

The EDR agreed that the approval would be withdrawn and it would be updated for approval at the next board meeting. CEAP offered her assistance.

HoC

The GCE summarised the discussion and how the Action Plan was good but the Board felt that the Strategy needed to be strengthened in its customer focus, incorporating colleagues, the balance between reactive and proactive communication, tone of voice and communication channels. PS added that how we responded to customers from different backgrounds should also be included.

HoC

RHG: The approval was withdrawn.

3279 Customer Voice with video presentation

A video of customer views of Rooftop was presented.

CEAP questioned how the customer voice and influence would be presented to the Board when the new Customer Engagement Framework was in place. The EDO explained the process and how the report would be revised accordingly with the progress being made in this area.

The EDO advised how the service charge and maintenance comment in the video related to a broader issue on visibility of services. The newly promoted Facilities and Estates Manager would be reviewing the maintenance contracts and the Neighbourhood Officers and Customer Community Champions would become a level of enforcement in relation to issues on the upkeep of community areas.

DEH left the meeting.

CEAP noted that there was a focus both from the Regulator of Social Housing and the Housing Ombudsman on how the customer understood their service charge and what was provided in this charge. There were challenges for Rooftop to tackle in this area and room for improvement.

In response to the Chair and a comment made in the video about what matters to the customer, it was noted that the performance of contractors would be included in the review by the Facilities and Estates Manager and by the Head of Property. The key for Rooftop was that it should be seen as kind and caring but also professional with a mutual contract between Rooftop and its customers.

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

The HoProp and RRPM joined the meeting.

3280 Repairs Improvement Project

The HoProp was welcomed to his first Rooftop board meeting. He then gave a joint presentation with the RRPM.

Regarding the backlog performance the RRPM explained how it was not expected to reach zero number of repairs jobs and that c1,100 was the normal number of jobs in progress at any time. The backlog progress was being monitored by PPC using dashboards and updates were being posted on Workplace.

The RRPM advised that there were a couple of vacancies for PPC to fill and there was a presence in the Rooftop office on Wednesdays from a PPC operative.

The backlog was expected to be completed in three months but this was dependant on recruitment, which was a sector wide challenge. The customer satisfaction figures should reflect the work being completed by the PPC operatives working overtime from next month.

The HoProp confirmed that he would be spending some time with the PPC operatives in the field and planned to scrutinise reasons for reported no access cases. The RRPM added that the Building Inspectors would also be spending more time out and about the Rooftop estates.

The new HoProp would also be reviewing the options available to Rooftop in this area of the business and any possible restructures.

The GCE added that the Group Chair met with the Chair of Platform Housing Group about every six months.

RHG and RHA: Members noted the content of the Repairs Improvement Project presentation.

The HoProp and RRPM left the meeting.

3281 **Compliance Report to 31 May 2022**

The HoRA reported that there was a good direction of travel in compliance with performance at 80% in June.

CG noted that this report had been discussed at the recent Audit and Risk Committee which should provide Members with additional assurance.

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

3282 **Q1 2022-23 Risk Update**

There was a discussion on risk scoring noting that the Audit and Risk Committee had agreed that mitigating a risk that was in our control would reduce the risk score. The HoRA commented that the inherent risk score should reflect 20, not 16, and if both the inherent and target risk scores were the same this would show that there was no control of it.

The HoRA noted the two risks that had reduced in score and that he was working with the risk authors regularly. Where risk scores were not reducing this would be reported to the Audit and Risk Committee.

The tolerance of risk by the Board was discussed and how risk appetite needed to be discussed more frequently by the Board.

It was noted how the movement in risk scoring had stabilised but that there may be challenges ahead in quarters two and three.

The poor repairs service risk was commented on and how the risk score could be reduced through the removal of the backlog of repairs jobs and what other evidence would be required.

RHG and RHA: Members noted the content of the Q1 2022-23 Risk Update report.

3283 **New Data Policy**

MH queried how the progress on the accuracy and quality of data would be measured. The EDR responded that this would be reviewed by the Data Steering Group which was due to be created shortly and would report back on this query.

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

EDR

3284 Revised Disciplinary Policy and Procedure

In response to a question from CEAP on how leaders were trained in carrying out difficult conversations, the EDR and HoG explained that this had been covered in the recent leadership development training programme. The EDR added that it was also discussed at the regular business partnering meetings that were held between leaders and the HR team.

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

3285 Revised Recruitment and Selection Policy

The EDR responded to a question from CEAP on unconscious bias in the recruitment process by commenting on how the process worked with Blue Octopus (Rooftop's recruitment consultants) and that it had also be included in the leadership development programme. She acknowledged that for any additional external agencies that were used, their Equality, Diversity and Inclusion policies would be requested.

MH queried how automated decision making worked with Blue Octopus to which the EDR responded by explaining how it graded the applicants under red, amber and green against the key criteria specification of the job role. However, the EDR noted how the amber applicants were also reviewed by the recruitment panel in case they had the potential to be called for interview but those that clearly did not meet the requirements were removed. MH asked that this be added to the Policy. The HoG added how this process had been followed for the current board recruitment.

It was noted how the overall recruitment process was becoming more diverse to attract the widest set of applicants and whether section four, 'Equality and Fairness', needed to be more strongly written. It was added that there needed to be reference to the use of consultants and external agencies. The EDO commented that we were exploring how local job centres and community groups were engaged with as part of the recruitment process.

It was also suggested that section 8.4 relating to interviews be reworded as an applicant should be selected that had the skills and professional capabilities required to fulfil the role and that would fit with the Rooftop working culture.

RHG: It was **RESOLVED** that the revised Recruitment and Selection Policy be approved, subject to the amendments requested. This included DEH approval by email.

3286 Revised Risk and Assurance Policy and Framework

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

3287 Revised Disposals and Change of Use Policy

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

3288 Board Succession Plan: annual review

The HoG noted that the Succession Plan had been reviewed and updated and was fit for purpose now that there was a lower risk in 2025 due to the early retirement of PS and the recruitment of two new members.

RHG and RHA: It was **RESOLVED** the updated Succession Plan 2022 – 2027 be approved.

3289 Proposed Appointments to Office September 2022

CEAP queried whether both new Board Members should become members of the Audit and Risk Committee as there had been times when there was only a quorum of three in attendance. The HoG explained that there would be adequate membership with one new member joining and that there was also a need to resource the Nominations and Performance Committee as it currently only had three members. In addition, the new members would be expected to take on Board Representative roles and care was needed to ensure the balance of skills was appropriate.

The HoG explained that a request had been made by the Matrix Housing Partnership to approve the change of Rooftop representative to the Matrix Board from PS to the Group Chair with immediate effect. This was to enable changes to be made to the existing Matrix group structure.

RHG and RHA: It was **RESOLVED** that the nominations to office with effect from 14 September 2022, with exception of the external appointment to the Matrix Housing Partnership which would be with immediate effect, be approved.

3290 Executive Directors - Market rate review

This item was minuted separately.

3291 Joint meeting of the Boards Forward Plan

The HoG explained that following the external governance review it was felt that the October Strategy Day should become an event with an overnight stay and a short session in the following morning. This was to facilitate further team building and reduce the need to travel following the dinner in the evening. She was proposing Thursday 6 October and Friday 7 October. Several members could not make Friday 7 October due to other commitments and so it was agreed that alternative dates would be explored.

CG commented on the positive changes to the meeting agenda following the external governance review feedback.

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

3292 Any Other Business

The HoG commented on the newly introduced Board Information Pack provided with the board reports as part of the drive to reduce time spent at board meetings on information only reports. This was in line with the recommendations from the external governance review.

HoG

3292.1 Minute number 137: Skills Matrix including Committees

The HoG reported that the Nominations and Performance Committee was proposing a delay in the scheduled review of the Skills Matrix to enable the Board to review the key criteria as explained in her Governance Update information report.

RHG: It was **RESOLVED** that that the criteria and approach to the Skills Matrix will be refreshed to include the recommendations from Altair’s review be approved.

The Chair offered her thanks to CG for chairing the meeting on her behalf and looked forward to catching up with her fellow Members again over the next few months.

There being no other business the meeting closed at 12.41 pm.