

**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 26 January 2022  
electronically via Microsoft Teams**

<b>Members present:</b>	Sally Higham (Chair) (part) Colum Goodchild (Vice Chair and Senior Independent Director) (CG) Claire-Elaine Arthurs Payne (CEAP) Daisy Halford (DEH) Myron Hrycyk (MH) Ceri Jones (CJ) Tessa Rollings (TR) Jonathan Wallbank (JR) (part)	Boris Worrall David Hannon Sam Morgan Claire Newman Lisa Nicholls Caroline Allen Andrew Ledger	Group Chief Executive (GCE) Development Director (DD) Finance Director (FD) People Director (PD) Housing Director (HD) Head of Governance (HoG) Head of Risk and Assurance (HoRA)
		Mark Ramdehal Rebecca Pitt Rob Bryan Kayleigh Sterland-Smith	Head of Land and Planning (HoLP) (part) Head of Programme Delivery (HoPD) (part) Vantage (RB) (part) Head of Finance (HoF) (part)
		Ruth Organ	Senior Governance Officer (SGO) (minutes)

**3174 Apologies for absence**

There were apologies for absence received from Paul Spooner (PS).

**3175 Declarations of interest**

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

DEH noted her declaration of interest under the Housing overview report at 5.1 on the agenda.

**3176 Any Other Business items**

There were no additional Any Other Business items raised.

**3177 Draft minutes of the joint meeting of the Boards of RHG and RHA held on 17 November 2021**

**RHG and RHA:** It was **RESOLVED** that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 17 November 2021 be approved.

**3178 Outstanding Actions List**

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

**Action**

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**CHAIR**

**3179 Draft minutes of the Audit and Risk Committee held on 12 January 2022**

CEAP summarised the key discussions from the meeting noting the increasing number of challenges being faced and how compliance was being monitored closely, with deeper dives on non compliance areas. There was a minor amendment to be made to board minute 1386 to state that 'some areas may not always be 100% compliant and, where that was the case, the reasons for it would be provided.' Key risks highlighted were repairs, staff turnover and recruitment, inflation, communications and reputation and voids. A deep dive on the complaints procedure was provided and shared learning from the recent NHF Audit and Risk Conference was given. This included how boards would be expected to dive deeper into key operational areas where necessary, but to remain strategic at all other times, and that decision making should be against the core purpose of the organisation.

**RHG:** Members noted the content of the draft minutes of the Audit and Risk Committee held on 12 January 2022.

**3179.1 Minute number 1390: Discharge of Audit and Risk Committee responsibilities**

**RHG:** It was **RESOLVED** that the work of the Committee during Q3 2021/22 in assessing the adequacy of internal controls be approved.

**3180 Draft minutes of the Remuneration Committee held on 12 January 2022**

This item was minuted separately.

**3180.1 Minute number 74: Annual salary increase review**

This item was minuted separately.

**3180.2 Minute number 76: Social Housing Pension Scheme (SHPS) Pension**

This item was minuted separately.

**3181 Group Chief Executive, Performance and Executive Team reports**

The GCE explained what projects/processes/responses had been undertaken over the last 18 months whilst in the pandemic, against the increases in customer contact. CG queried what ratio of these contacts were related to repairs to which the GCE responded this was currently being investigated.

PS had raised a question via email in advance of the meeting regarding concern for staff turnover figures. The PD explained that the HR team was working through the issues. The Board should be proud of the staff that were staying with the organisation as this showed that the stability of the organisation was not compromised. The strategic issues were being considered and would be incorporated into the new People Strategy that would be presented at the next board meeting.

MH commented that how we approached change should be reviewed and that we should look to reinvent processes rather than adjust what we already had. The GCE responded that there were discussions being held with Executive Directors and Heads of Service on the future vision of the organisation and what fundamental decisions should be made. This would be reported back to the Board in due course. MH also mentioned how the increase in unwanted digital customer contact would be managed and reduced in the long term. The GCE confirmed that the Head of Digital and ICT was investigating this issue.

It was noted that the Executive Team was under pressure and what support the Board could provide to help alleviate this. The GCE explained that it was important for the Board to challenge and request assurance in the key areas that mattered to the organisation. Other matters could be dealt with in less formal requests including via a phone call.

There was a discussion on how customer communication and engagement was being reviewed including considering a 'Help Us to Help You' system on repairs which another housing association had created. There were also choices and options to be made through the services we provided, including repairs, which would come to the Board in the future, if and when proposed.

It was queried whether an operational review was undertaken to check that Rooftop's head office was located in the right area for where staff were now based. The PD commented that this would be considered but staff were not all based out of the head office currently and were spread across a wide area of satellite offices.

The functionality of the Customer Portal and Self Service app was discussed and how it would be used to provide customers with updates on their requests and repairs cases as a proactive channel shift in our communication with them.

### 3181.1 Performance

The GCE stated that the annual objectives and projects were generally on track and the Executive Team felt that Rooftop was in control of them. He also commented on the figure for responsive repairs for December, which was low due to seasonal cycles and the use of texts rather than phone calls.

It was noted that out of 17,000+ repairs jobs Platform Property Care (PPC) had completed 15,000 on target and right first time. The 2,000 jobs that were outstanding were being progressed with PPC and the results would be included as part of the repairs plan that would be presented at the next board meeting.

MH asked that the variances in the data be used in reporting rather than basing figures on an average.

CG asked whether the budget for next year was being based on accurate targets and that compliance/safety measures should be included in the Balanced Scorecard. The FD explained that there would be a presentation with the budget report at the next meeting that would explain any variances against the targets set.

**3181.2 Housing overview**

The HD updated the Board on the progress with the Cost Sharing Group (CSG) following the report presented at the last meeting. The mobilisation plan had been received and would be reviewed as to its robustness.

CEAP asked that the number of damp and mould cases be reported in the Housing overview report at the next meeting.

CEAP commented on the lost direct link between the Board and PPC and whether a board champion should be created. The Chair advised that she and CG were being kept updated with the issues and discussions that the Executive Directors were having with PPC, with an escalation plan where needed.

There was a discussion on the potential risks to our services with the expansion of the CSG and how its resources would be separated between the two organisations. It was also noted how we were looking to align ourselves with the PPC policy regarding when to repair and when to replace and coaching the Repairs Officers so that repairs were correctly attributed to the correct repairs classification types.

CJ celebrated the high points in the report including the continued success of the Money Advisors, the distribution of 100 Christmas hampers and the challenging issues that faced the Young People Service (YPS).

HD

**3181.3 Development overview**

The DD noted the programme and gave an update on the St Oswald's village project. He reported that there was a short pause to incurring legal costs to prepare the development contracts as part of the procurement process, as assurance was yet to be received in regards to the Tesco legal negotiations. Solicitors would be instructed to progress as soon as comfort had been received from Tesco.

**3181.4 Finance overview**

The FD provided a summary of the financial position at the end of December 2021 (quarter three) noting the increased void losses and rising costs from PPC which were having an adverse impact on the budget and that it was expected that there would be a £800,000 deficit against the budgeted surplus at the end of the year. However, employee costs and bad debt levels were lower than budget.

The SGO added that the quarter three monitoring reports would be published on Diligent for Members to view on 4 February.

MH asked that the plan on a page include the Finance and HR and Payroll systems and where they were against the User Acceptance Testing (UAT) and hyper care stages. The FD confirmed that the timeline for the Finance System project was currently being created and would be added to the document.

CG queried how concerned the Board should be on the proposed deficit to which the FD explained that this was not a major risk at the moment and she was only raising it as a cautionary note at this stage.

FD

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**CHAIR**

DEH asked for clarification on the expected deficit concerns which the FD provided.

### 3181.5 **People overview**

The PD reported that the press coverage document in the Diligent Reading Room would be updated further to provide social media and website coverage. This was also being included in the update to the Communications and Marketing Strategy which was due in July.

She commented that the HR and Payroll system was currently in UAT and would be live in March. She would share any learning points from this project with MH as it would be completed by the time the next plan on a page was provided to the Board.

CEAP praised the press coverage document and how we were monitoring it. She added that the Audit and Risk Committee had agreed that the next risk walk through would cover People – staff turnover and staff retention.

CG noted the positive feedback from the Leaders in You training programme, how it was potentially beneficial for staff retention and that he had high hopes for positive outcomes as a result of this programme.

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

The HoLP and HoPD joined the meeting.

### 3182 **Broomhall Way, Worcester**

The DD explained the key points of the report.

The HoLP gave a short presentation on the scheme layout and visuals.

JW left the meeting.

The payback of the scheme was discussed and that a firm Section 106 agreement had been received from Worcestershire County Council.

MH commented that inflation was likely to rise and in that sense inflation factors would impact on potential higher rental values. The DD commented that rent inflation was agreed in the May 2021 Financial Business Plan (FBP). However, MH was right as we were experiencing higher rent inflation and in that sense there could be a positive effect and that the scheme could repay sooner than planned.

CEAP asked for clarity on the strategic importance of the project. The DD commented that this was a major project for Worcester City and made a significant contribution to the City's housing need and from a needs perspective had support. The project formed part of our New Ways of Working Contract.

There was a discussion on how the scheme was outside of the approved development parameters. The DD explained that it delivered more affordable homes than originally planned and worked within the FBP. The GCE summarised by saying that the Board would need to be clear, if scheme approval was given, that several factors had resulted in significant changes which had taken the scheme beyond the normal parameters, namely the removal of market sale and build cost inflation. The alternatives to going ahead were not desirable from a financial or reputational perspective and this was why the Executive Team was supporting the proposal. The scheme was important to our Homes England contract and would deliver against our social purpose.

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

- i. Entering into a JCT Design and Build contract to construct 92 homes including all associated infrastructure works with Vistry Partnerships West Midlands, in the sum of £13,959,600.
- ii. A total scheme cost of £20,157,454, subject to the approval of the S106 agreement.

Approval had also been received by email from PS.

The HoLP and HoPD left the meeting.

RB and the HoF joined the meeting.

3183

### **Value for Money presentation by Rob Bryan, Vantage**

RB commented on the void loss as percentage of turnover against rent per week, SHL operating margin and repairs and maintenance costs from the peer group presentation.

It was noted that capitalisation on repairs and maintenance costs was only shown in the financial accounts and not in this peer report.

The levels of repairs and the different approach to maintenance programmes were discussed. The FD advised that further analysis on the age of stock and the component life cycles of the peer group would be undertaken.

RB noted that the two focal points for Rooftop to review further were void loss as a percentage of turnover against rent per week, and capitalised component costs. Overall, the figures for Rooftop were good compared to its peers.

The FD confirmed that the voids figure was split between general needs and the Older Person Service (OPS) internally but for this presentation they were taken direct from the peer group financial accounts which was one figure.

The HD explained that there was detailed review work being carried out on the stock investment data, the cost of responsive repairs per property and the component life cycles. There were also focussed decisions being made on the voids issues.

CEAP stated that this report provided good assurance but felt more information was required on the potential under investment. The GCE responded that the FD's short presentation may help answer her query.

RB left the meeting.

JW re-joined the meeting.

The FD provided a short presentation on voids, repairs and replacement and operating margin, explaining the work being undertaken in these areas.

The Chair left the meeting. CG, as Vice Chair, took over as Chair in her absence.

The GCE explained that the Value for Money Strategy action plan would be presented to the next board meeting, which would include the key points raised in the presentations.

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

The HoF left the meeting.

The HoLP and HoPD re-joined the meeting.

### 3184 **Almonry Close, Pershore**

The DD summarised the report.

The HoPD explained the movement in the costs since the initial approval and how they had now been market tested. The FD confirmed that this scheme worked within the FBP and both this scheme and the Broomhall Way, Worcester scheme would be included in the revised FBP which the Board would approve at the May meeting. The DD added that the increase in scheme costs should be balanced against the additional grants being received.

In response from a query from DEH on the views of local residents on the scheme, the DD confirmed that since planning had been issued no further concerns had been expressed. The threatened judicial review made by Pershore Civic Society had not occurred.

The GCE commented that PS had emailed his support for this scheme and the Development Strategy had included key points from the lessons learnt from this scheme approval process.

**RHG and RHA:** It was **RESOLVED** that the redevelopment of Almonry Close, Pershore at a total scheme cost budget of £13,983,757, subject to securing Local Authority subsidy be approved. Approval had also been received by email from PS.

### 3185 **RHG Development Strategy 2021-26 - Update**

The HoPD summarised the updates that had been made to the Strategy.

The DD explained how the portfolio of schemes was created from the housing needs of our Local Authority Councils, partners and from the village communities themselves. This was reviewed against our strategic core operating area. The HoLP added that the review also included how effectively the sites could be managed by the Neighbourhood Officers.

There was a discussion on the type of housing that would be in demand in the next few years. The GCE commented that the Strategy set the rules but the blend of products expected in the next five years could be provided in diagram form for the next meeting. CG asked that this should then be reviewed in 12 months.

TR and JW confirmed that they were happy with the addition in the Strategy for up to 10 open market sales per year, dependent on a site by site assessment being carried out.

**RHG:** It was **RESOLVED** that the update to the RHG Development Strategy 2021-26 be approved.

The HoLP and HoPD left the meeting.

The Chair re-joined the meeting.

### 3186 **Platform Property Care - budget and operational challenges verbal update**

The FD noted the challenges faced in the creation of the budget for 2022/23 due to increased PPC staff costs and materials. The work was ongoing and Rooftop was working closely with PPC to review its overhead costs thoroughly, as these had not changed since the creation of the CSG in 2013 and had now been re-calculated. The FD was positive on the progress of these talks and the budget would be provided at the next meeting for Board approval.

The FD confirmed that an independent review of the PPC overhead costs could be carried out if we were not satisfied with them, which PPC would expect as part of our challenge to them. She added that she and the HD would be speaking to the organisation joining the CSG in the next couple of weeks in regards to checking the split of the PPC costs between our two organisations.

TR queried the overheads costs and how PPC could demonstrate its benchmarking of these costs as value for money. The FD responded that the contract was due for renewal in October 2023 and a value for money review would be undertaken before then to support any decision to renew.

It was discussed how the market would be tested to confirm that this was the best long-term option for Rooftop. The HD advised that PPC welcomed our challenge and an independent review. The repairs optimisation plan would also be reviewed and presented at the next board meeting. The Chair reported that the Executive Team had taken a serious, strong and calm approach to this issue, liaising with board members as and when required.

In response to an offer of further assistance from the Board by CEAP on this issue, the FD confirmed that nothing was needed at this time as the key was to challenge the costs and for PPC to justify that what it was charging was correct against its quality of service and costs.

**RHG and RHA:** Members noted the content of the Platform Property Care - budget and operational challenges verbal update.

### 3187 **Confidential item**

This item was minuted separately.



**3188 Customer Voice**

The HD highlighted the key points of the report.

CEAP queried how the negative communications feedback on repairs and lettings was being addressed to which the HD responded that all feedback was reviewed by the Heads of Service monthly and actions identified to address concerns. In repairs a new cross CSG focus group would be setup in Q1 2022/23 and meanwhile feedback was provided to PPC, via toolbox talks.

CG commented that he took encouragement from the compliments in the report and asked that these should be celebrated with the officers involved. He also noted that we also learn from these compliments and asked that this should be highlighted in future reports.

HD

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

**3189 Compliance Report to 30 November 2021 inc health and safety**

The HoRA commented on the appendix to the report showing the health and safety compliance trends for 2021, as requested at the last board meeting, noting that the December figures showed an improvement.

He summarised the key items in the report including the Fire Risk Assessments overdue figure and the progress on the Electrical Installation Condition Reports. Generally, the compliance reporting was positive with only a small number of areas requiring improvement.

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

**3190 Q3 2021-22 Risk Update**

The HoRA highlighted the changes to be developed in quarter four and how these changes were supported by the Audit and Risk Committee.

**RHG and RHA:** Members noted the content of the Q3 2021-22 Risk Update report.

**3191 Achieving EPC Band C by 2030 – Project update**

The DD shared the latest data on the project including that 85% of the stock data had been collected. He expected the data collection to be on track with the project plan, with some modelling of the data due to start soon. He added that additional IT resource on the data analysis may be required.

**RHG and RHA:** Members noted the content of the Achieving EPC Band C by 2030 – Project update report.

**3192 Land Bank and Development Supply Policy**

The DD noted the changes to the updated Policy.

**RHG:** It was **RESOLVED** that the revised Land Bank and Development Supply Policy be approved.

### 3193 Fire Safety Policy and Management Plan

The HD explained that this new Policy replaced the current Group Practice but that there would be further amendments to it following the publication of the Fire Safety Act guidelines.

CG suggested that as part of the customer engagement in the plan, a poll was provided to customers prior to the full engagement. The HD confirmed that this would be added to the plan.

HD

DEH asked that reference to consultation with Together with Tenants be added to the Policy, which the HD agreed to.

HD

The HoRA noted the implications of the Policy and that there would be a smooth transition to the new processes included in it over the next year.

**RHG:** It was **RESOLVED** that the new Fire Safety Policy and Management Plan be approved, subject to the amendments requested.

### 3194 Santander Investment Account

The FD summarised the report.

JW observed that although the key focus was return, risk should override the return. He also queried the type of account and notice period provided, which the FD confirmed was an instant access account with no notice period and that it would be treated as cash for the quarterly returns.

#### 3. Background and business of the meeting

The Chair reported that:

- 3.1 The Association holds existing financing facilities with Santander UK plc (**Santander**) and it is proposed that a new Investment Account be opened, with the Signing Rules and account mandate to be completed in accordance with the Treasury Management Policy.
- 3.2 It was further reported that the purpose of the meeting was to:
  - 3.2.1 consider and, if thought fit, to approve the opening of an Investment Account;
  - 3.2.2 consider and, if thought fit, to approve and agree to the signing rules (the **Signing Rules**) as required by the Association in accordance with the Treasury Management Policy; and
  - 3.2.3 delegate signing of the Investment Account Mandate to the Authorised Signatories (as defined in paragraph 6.4 below).

#### 4 Documents

The following document had been circulated to the Board in advance of the meeting:

- 4.1 The Treasury Management Policy (update from November 2021).

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**CHAIR**

## 5 Discussion

- 5.1 The Board discussed:
- 5.1.1 the opening of the Investment Account; and
  - 5.1.2 the rights and obligations of the Association under and pursuant to the Treasury Management Policy.
- 5.2 The content of the Treasury Management Policy was duly noted by the Board.
- 5.3 It was further noted:
- 5.3.1 that opening a new Investment Account is consistent with the Association's approved finance strategy and is in the best interests of the Association.

## 6 Resolutions

After due and careful consideration **IT WAS RESOLVED THAT:**

- 6.1 The Investment Account be opened with a Mandate as per Authorised Signatories (as listed in paragraph 6.4 below).
- 6.2 The terms of the Mandate, the performance by the Association of its obligations thereunder and the execution and delivery by the Association of the Mandate (and any documents issued thereunder) be approved.
- 6.3 The assumption by the Association of the obligations contemplated by the Mandate and the transactions contemplated thereby be approved.
- 6.4 Any one of the persons holding the offices of the Association specified below (or any equivalent office from time to time) (each an **Authorised Signatory** and together the **Authorised Signatories**):
- (i) Sam Morgan (Finance Director);
  - (ii) Kayleigh Sterland-Smith (Head of Finance)
  - (iii) Trudi Bearcroft (Finance Manager)
  - (iv) Zoe Williams (Treasury and Accounts Manager)
- be and is hereby authorised for and on behalf of the Association to execute under hand the Mandate and any other documents, notices or communications in relation to the Mandate and/or any other letter or document to which the Association's common seal does not need to be affixed pursuant to or in connection with the Mandate with such amendments as such Authorised Signatory shall (in their absolute discretion) deem necessary or appropriate (such approval conclusively evidenced by the execution of the Mandate in accordance with these resolutions).
- 6.5 The common seal of the Association (if any) be affixed to any document to be executed as a deed by the Association pursuant to or in connection with the Mandate and such sealing be witnessed by any two of the Authorised Signatories or otherwise in the manner required by the Association's rules from time to time.

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**CHAIR**

- 6.6 Any one of the Authorised Signatories be and is hereby authorised on behalf of the Association to execute and deliver any other documents, notices, letters or other communications, to provide certified copy documents and to perform all matters, acts and things which such person in his/her absolute discretion deems to be necessary or desirable in connection with the Mandate.
- 6.7 All necessary entries in the books and records of the Association will be made to reflect the above matters.

**RHA:** It was **RESOLVED** that the board resolution as set out in Appendix 1 (section 3 – 6 as shown above) be approved.

**RHG:** It was **RESOLVED** that the opening of the Investment Account with Santander UK plc be approved.

### 3195 **Approval to defer the review of the Equality and Diversity Policy**

CEAP, as the Board's representative for Equality, Diversity and Inclusion, explained that the new Inclusion Alliance had been due to meet to discuss the revised Policy but the meeting had been delayed following recent internal training held on equalities and diversity. The PD advised that the Alliance would meet in the next couple of weeks to discuss the Policy once its Terms of Reference had been reviewed in light of this training, and that the revised Policy had already been reviewed by the HD and herself.

**RHG:** Members noted the decision taken by the Board of RHG, by email in December, to approve the deferment of the review of the Equality and Diversity Policy to March 2022.

### 3196 **External review of governance arrangements: preferred consultant (recommendation from Nominations and Performance Committee)**

The HoG reported how the decision on the preferred consultant had been brought forward due to the availability of the Selection Panel and that the Panel's recommendation to the Nominations and Performance had been unanimous. The Chair added that it was an excellent submission and that she had previous experience with them.

The HoG advised that the consultants would be observing the committee meetings in April and the board meeting in May as part of the review.

**RHG:** It was **RESOLVED** that the appointment of Altair to conduct the formal review of the Group's governance arrangements be approved.

### 3197 **NHF Code of Governance (2020) Action Plan – Q3 Update**

The HoG announced that she was pleased with the progress of the action plan with only five actions left. There would be no quarter four update as a full self assessment against compliance with the NHF Code of Governance (2020) would be undertaken and presented to the May board meeting.

**RHG:** Members noted the content of the NHF Code of Governance (2020) Action Plan – Q3 Update report.

**3198 Joint meeting of the Boards Forward Plan**

The HoG explained that this was a flexible plan and subject to amendments but the core agenda items would remain unchanged.

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

**3199 Any Other Business**

The HoG reminded the Board that there were several free tickets to attend the Housing Technology Conference, which MH was speaking at, on 2 and 3 March and to contact the Governance Officer if of interest.

There being no other business the meeting closed at 1.28 pm.