

**Minutes of the joint meeting of the Boards of
Rooftop Housing Group Limited and
Rooftop Housing Association Limited
held at 9.30 am on Wednesday 23 March 2022
at 70 High Street, Evesham and electronically**

Members present:	Sally Higham (Chair) Colum Goodchild (Vice Chair and Senior Independent Director) (CG) Claire-Elaine Arthurs Payne (CEAP) Daisy Halford (DEH) (part) Myron Hrycyk (MH) Ceri Jones (CJ) Paul Spooner (PS) Tessa Rollings (TR) Jonathan Wallbank (JW)	Boris Worrall David Hannon Sam Morgan Lisa Nicholls Caroline Allen Andrew Ledger Kayleigh Sterland-Smith Zoe Williams Marc Mayall Lee Ashmore Dan Morris Sarah Craggs Ruth Organ	Group Chief Executive (GCE) Development Director (DD) Finance Director (FD) Housing Director (HD) Head of Governance (HoG) Head of Risk and Assurance (HoRA) Head of Finance (HoF) (part) Treasury and Accounts Manager (TaAM) (part) Platform Property Care (MM) (part) (via Teams) Head of Neighbourhoods and Support (HoNS) (part) Head of Business Improvement (HoBI) (part) Safety and Compliance Manager (SCM) (part) (via Teams) Senior Governance Officer (SGO) (minutes)
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3200	Apologies for absence There were no apologies for absence received.	
3201	Declarations of interest Where members served on other bodies, their declaration of interest was taken as read. The Executive Team declared an interest in agenda item 5.2.	
3202	Any Other Business items There were no additional Any Other Business items raised.	
3203	Draft minutes of the joint meeting of the Boards of RHG and RHA held on 26 January 2022 RHG and RHA: It was RESOLVED that the draft minutes of the joint meeting of the Boards of RHG and RHA held on 26 January 2022 be approved.	

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CHAIR

3204 Outstanding Actions List

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

3205 Group Chief Executive, Performance and Executive Team reports

The GCE reported that the Executive Team was monitoring the operating environment and Rooftop was in a stable position. The COVID-19 Recovery plan had been managed effectively and closed down, with the key issues now included in existing work plans and the Annual Business Plan.

Performance was relatively consistent with repairs satisfaction figures steady, progress was being made with income and general needs voids figures were good for the sector. The Older People Schemes with voids issues were being reviewed including the available options to us on their future.

CJ commented on the successful Money Advice team and how the results showed that Rooftop was caring and working hard for our customers.

Staff turnover was discussed including the challenges of the salary levels we offered and that our turnover figure was higher than the current 18% for the not for profit sector. Analysis was requested to show how many staff were leaving within the first year of employment with Rooftop. It was noted that the Pay and Rewards Policy was also due for review this year. The Chair commented that this issue was not just with Rooftop but was a sector wide issue. PS asked that best practice on how to retain key staff was included in the review. CEAP added that the emerging people risk would be presented as the risk walk through topic at the next Audit and Risk Committee meeting.

HoHR

3205.1 Performance

The performance discussion was covered in the GCE overview discussion.

3205.2 Housing overview

The HD advised that the key issues in housing were with resourcing the directorate, working with partners to provide support to customers affected by the increased cost of living and that the Cost Sharing Vehicle (CSV) agreement had been finalised including the Members Agreement, Articles of Association and the Maintenance Agreement including Key Performance Indicators (KPIs).

CEAP praised the work that was being undertaken especially using the data to drive focus and provide clear action plans.

There was a discussion on providing customers with good communication with transparent and realistic timelines for their repairs to be completed. The HD commented that the communications plan for the Repairs project would be shared with the Board concerning the hyper care of customers in the repairs backlog. DEH asked for a copy of the literature that would be sent to customers.

HD

The HD confirmed that Rooftop had dedicated staff at Platform Property Care (PPC) in light of Stonewater joining the CSV and there were detailed and comprehensive mobilisation plans in place.

CEAP reported that there were legal companies in the area touting for business with social housing customers regarding damp and mould issues. The HD confirmed that Rooftop was reaching out to customers to encourage the reporting of damp and mould.

Regarding the challenges to customers struggling with the increased cost of living the HD advised that Rooftop worked closely with the Citizens Advice Bureau and other money advice services to maximise support for customers, as well as having a dedicated Money Advice Team within Rooftop.

The HD explained that plans were in place with PPC to track the progress of the repairs service with comprehensive KPIs created, a strong client approach with regular partner/project team meetings being held, and Rooftop would be meeting with Stonewater to discuss the future working relationship between all parties involved.

3205.3 Development overview

The DD advised that Rooftop had passed the Homes England (HE) Compliance Audit for 2021/22 with a green light and only one minor error identified.

He reported that HE had been given an additional £3.3 million to provide funding and grants for new houses. Rooftop would be using this additional funding to provide lower-cost social rent; together the funding would see the schemes break even by year 44. These included Broomhall, Worcester, Manor Road, Middle Littleton and Cleavelands, Bishop's Cleeve. This meant that currently 80% of new schemes would be social rented properties.

It was noted that there may be a delay in the handover of properties at Manor Road, Middle Littleton.

The DD provided an update on the Tesco land site proposals. He also updated the Board on the Band C progress with 89% stock now surveyed and it was expected that about 70% of stock would be rated energy Band C or higher.

PS thanked the Head of Programme Delivery for her work on obtaining the additional grant and funding from HE and that this should be reported in a press release as a good news story for Rooftop. He added that the Matrix Partnership was also working to maximise grant funding for the Band C work across the partnership.

The FD confirmed that the additional grant improved the pay back figures in the Financial Business Plan.

There was a query on potential disposals for those properties well below Band C, which the FD responded was in a plan to dispose an estimated five per annum. The DD added that those of the lowest Band rating were already being reviewed for potential disposal.

It was confirmed that a surplus on sales income was expected by the end of the financial year.

DD

CG commented on the good quality data that was being collected from the Band C project which would help to model any risks identified. The DD confirmed that the EPC rating would be refreshed every five years and any major works to properties would allow the rating system to be updated at the same time allowing the data to be kept live.

3205.4 Finance overview

The FD reported that the March payroll had been processed on the new HR and Payroll system with no major issues.

There was a discussion on the possible failure and take-over by Government of a gas provider which Rooftop had signed a three year gas contract with last year. The FD reported there was a potential financial implication of £500,000 per annum if Rooftop left the contract which could be contained in the budget for next year, without impacting covenants and then partly recovered over the following years, although service charges would need to be carefully considered. The 2022/23 budget would need to be updated with the latest figures when they were available and the Board would also be provided with an update of the situation. A move to another supplier would mean that we would lose any beneficial rates from the previous agreed contract. The GCE added that the NHF and Chief Executives of housing associations in the same position were discussing taking a sector wide view of this issue.

FD

CEAP queried the timeline in the QL update for moving the assets and facilities information onto the system. She asked for the plan as soon as it was available. The FD explained that the plan was being agreed by the Project Delivery group and that health and safety data was already being moved across to QL. The HD added that the direction of travel and timescales relating to the stock condition data was provided in the report at this meeting.

FD

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

The FD, HD, DD and HoRA left the meeting.

3206 Confidential – Executive Team

This item was minuted separately.

The FD, HD, DD and HoRA rejoined the meeting.

The TaAM and HoF joined the meeting.

3207 Proposed Group Budget 2022/23

The TaAM provided a presentation on the proposed group budget for the next year.

The expected productivity target by PPC was noted and how it was expected to increase to four days initially and then to five days in the longer term. The TaAM commented on the positive working relationship that Rooftop had with PPC.

JW praised the presentation and the key points raised in it.

PS commented that our focus was at the right level for bad debts and voids as these were the pressure areas at the moment.

It was noted that there were risks on what we wanted to achieve against what we needed financially and the Defensive Action Plan was the tool to review this margin.

It was commented that there was no external employee survey in the budget, but an in house survey would be produced within current budgets.

It was noted that it was a lean budget and there was a question on the effect to it of the loss of the gas supplier. The FD responded that historically we overachieved against budget and there would be some savings through vacancies, efficiencies by PPC in repairs and the work being carried out on customer expectations and reviewing the life of the components in homes.

The Change of Use timetable was commented on by CEAP. She queried what provision would be provided to those customers in Extracare schemes if the schemes designation were changed. The HD clarified that various options were being explored, but that existing residents would remain in their home with minimal impact. However, should a scheme need to be disposed of to another housing association then consideration of the impact on customers would be a priority, alongside ensuring the right provider took on the management.

In response to a question on managing rent levels, the HD explained that a clear narrative to customers was provided on their rent levels and how their money was spent that had been sent out with this year's rent increase notification letters.

The use of consultants was queried, which the TaAM explained was low, considered legitimate and had been budgeted for.

RHG and RHA: It was **RESOLVED** that the budgets for 2022/23 be approved.

RHG: It was **RESOLVED** that the Annual Disposals Plan be approved.

The TaAM left the meeting.

3208 Annual Business Plan 2022/23

The GCE explained that there were some gaps in the document where key financial figures were still to be set and that stakeholder and customer consultation was yet to be carried out. He then highlighted the key points in the plan.

The KPIs were discussed. The HD confirmed that item 4 Repairs Right First Time was a realistic figure as new technology was being trialled in this area. The HD also confirmed that items 5 and 6 Average no of Days to Complete were set by taking a fresh approach via the PPC maintenance agreement. It was noted that the figure for item 12 Void loss needed to match the approved budget for 2022/23 and it was agreed that the Board be provided with the detailed breakdown of voids. It was commented that item 21 Colleague Turnover was a realistic target to aim for by the end of the year.

**HoF/
HoBI**

RHG: It was **RESOLVED** that the 2022-23 Annual Business Plan, including annual outcomes and Key Performance Indicators, be approved subject to any final amendments by the Group Chief Executive and following approval of the Financial Business Plan at the May board meeting and incorporation of customer and stakeholder feedback.

3209 **RHG Financial Business Plan 2022 – Principles and Stress Testing**

The FD provided the key highlights of the report.

There was a question on the increase in costs due to a potential change in gas contract. The FD explained that there would be a relatively small increase and stress testing would be carried out against operating costs increasing by an additional 1% and 3%.

The FD responded to a question on modelling against mitigating actions by confirming that this was included in every test.

JW queried a security test against the need to be flexible with the Carbon Zero costs. The FD replied that capacity had been built into the Financial Business Plan with the availability to extend the development programme.

There was concern that the change in gas provider would increase the cost to Rooftop, if costs were not charged back to the customer. The FD confirmed that the implications of any change in gas provider would be worked through as to the most viable option, when all the details were available.

The stress tests on building more social rented properties and grant received against procurement options for the Band C projects were noted. The FD noted that grant levels for the Band C project were being kept low as a prudent measure. All rented properties in the New Ways of Working 2 programme were social rent, which meant that the grant received was at a higher rate. However, capacity in the development plan would be constantly reviewed for testing purposes.

The FD commented that the Financial Business Plan and the Treasury Management Strategy due to be presented at the May and July board meetings respectively would cover the funding and refinancing requirements.

The GCE suggested that the Board be given a walk through of the Defensive Action Plan at the next meeting. This was also seen as good regulatory practice.

FD

RHG: It was **RESOLVED** that the proposed stress testing scenarios and the Defensive Action Plan, as documented in Appendix 2 of the report be approved.

3210 **Value for Money Strategy**

The HoF explained that the Strategy had been reshaped, focus had been made to the key strategic aims of the organisation and that there were measurable outcomes in the Action Plan.

CEAP requested that a commitment to customers via customer priorities be included in the Strategy. The GCE suggested that this be in the form of 'value to the customer'.

HoF

CG commented on the staff savings figure, which was explained by the FD. It was agreed that the wording should be changed to a 'minimum' £200,000 in staff savings.

RHG: It was **RESOLVED** that the Value For Money Strategy and associated Action Plan be approved, subject to the amendments requested.

The HoF left the meeting.

MM joined the meeting via Microsoft Teams.

3211 Responsive Repairs Improvement Plan – presentation

The HD introduced MM to the meeting.

He explained the challenges that PPC had faced and its response to them. He noted that the latest delivery figure for Repairs Right First Time was 92% which was a good result.

The HD explained the Improvement Plan that was using a cross organisation project team which was focussed upon returning responsive repairs to a Business As Usual performance approach for new repairs from May and for the backlog to be fully cleared by October 2022. This would improve customer service, customer satisfaction, operative productivity and also enable the Repairs Officers to work in a different way and become more proactive.

TR commented on resources and keeping up with new repairs whilst working on the backlog of jobs. MM confirmed that there would be 22 operatives dealing with new repairs but additional resource would be required to deal with the backlog. These jobs would be reviewed initially to filter out any duplications. The HD added that there was a high number of repairs being requested and further investigation into the data would be carried out as to any property patterns and changes required from revenue to capital spends.

DEH provided a personal experience as a resident and that the importance to the operative was building up a rapport with his customers to provide him with job satisfaction.

It was noted that getting the resource to cover the backlog was a key risk area.

MM explained the most efficient way to deliver a repair was through diagnostics of the repair, making sure that the operative had the right stock on their van and the process for any follow up work. There was a balance required between evaluating the cost of the jobs and planning the work against what materials would be needed.

MM left the meeting.

MH commented on the planned new dynamic job scheduling and how it was being trialled. The HD confirmed that she had received assurance on how the system would work.

RHG and RHA: Members noted the content of the Responsive Repairs Improvement Plan – presentation.

3212 Housing progress update and year ahead – presentation

The HD commented on the presentation including the work completed over the last two years, the achievements and the vision for the future.

CG praised the improvements that had been made especially with the introduction of the specialism roles. The HD added her praise to her team on what it had achieved.

RHG: Members noted the content of the Housing progress update and year ahead – presentation.

3213 Quarterly Financial Monitoring

The FD explained the current financial position including the prediction that the year end figures would be lower than budgeted. Therefore, the expected budget surplus would not be met.

It was noted that there were no expected impairments to be made for this year, as there was for last year.

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

3214 Customer Voice

The HD highlighted the key points of the report.

The HoNS joined the meeting.

There was a discussion on customer communication and how Rooftop was addressing this. The HD explained that a plan was in place that covered development of ‘tone of voice’ that would underpin customer service training to be delivered in July. The GCE suggested that a presentation on how customer communication was received was provided at the next meeting. CEAP asked that it be a strategic overview for assurance purposes.

The work on Anti-Social Behaviour was also noted by the HD including working with key partners, being consistent on prevention and enforcement and having the skills and ability to handle it when it escalated.

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

3215 Customer Charter

The HoNS explained the three key areas of the Charter.

There was some concern on whether we were overpromising and would ultimately undeliver. The HoNS and HD both explained the review process that the document had been through, via the Heads of Service, the Executive Team, digitally engaged customers and the Resident Excellence Panel. There was no cause for concern as it was generally intrinsic to what we already did. This document would align with the Customer Strategy and embrace technology going forward. It would also be reviewed on a regular basis.

HD

There was a discussion on the wording used with both CEAP and CG questioning the need to allow empowerment of customers rather than Rooftop leading them. It was agreed that the HD would consider feedback, make appropriate changes and update Members following their suggestions. The HoNS commented that the wording in the final document had been simplified through a software programme to ensure the documents were easy to read.

HD

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

The HoNS and DEH left the meeting.

The HoBI joined the meeting.

3216 Complaints Process Review 2022

The HoBI explained the focus for the next few months regarding the findings of the complaints process review.

In response to a query from PS on improvements for the next year, the HoBI commented on what could be achieved including a better methodology. The recruitment of the Customer Services Manager was also seen as an improvement.

RHG and RHA: Members noted the content of the Complaints Process Review 2022.

3217 Core Customer Data

The HD explained the data that was being used and how it was being stored.

MH commented on the number of customers who preferred digital interactions. The HD added that digital inclusion was a key priority so aspirations in community and scheme Wi-Fi access would be explored over the next 12 to 18 months, budget allowing, and was a key target within the Community Investment Strategy.

CEAP praised the work undertaken in the report. However, she questioned the use of the term 'newbies' which gave an unconscious bias and suggested that it be replaced with 'new customers'. The HD agreed to this adjustment.

HoBI

PS noted that this was a positive start at looking at what data we had and how to use it productively.

RHG: Members noted the content of the Core Customer Data report.

The HoBI left the meeting.

3218 Stock Condition Data Development

The HD advised that the report was to confirm the current position with stock condition data, what actions needed to be taken and the revised methodology to be implemented. The HD commented how the recruitment of the additional Stock Condition Surveyor was a struggle and that external resources may be required but at a higher cost. This would be decided once the data being held on both QL and RAMS had been compared and it was clear what information was still required to be collected.

RHG: Members noted the content of the Stock Condition Data Development report.

The SCM joined the meeting via Microsoft Teams.

3219 Compliance including Health and Safety to 31 January 2022

The HoRA and SCM explained the robust approach to risk assessment that Rooftop was using and how the increased number of Fire Risk Assessment Actions (FRA) were categorised. There were no actions that required urgent or immediate resolving or were outstanding. Progress against the FRA programme would be provided to the Board via the compliance report.

HoRA

The FRA table in the report was explained and that, for transparency, actions would not be closed off until confirmation had been received that they had been completed. The HoRA added that he was satisfied that this was the way forward with this reporting following discussions with the SCM and Head of Assets and Facilities.

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

The SCM left the meeting.

3220 Risk review

The HoRA explained that an analysis of our risks had been carried out in January, following the Audit and Risk Committee meeting and that they had now been split into Strategic, Business and Operational which the Chair welcomed.

CJ praised how seriously the HoRA took Health and Safety and the high profile that it was given.

RHG and RHA: Members noted the content of the risk review presentation.

DEH rejoined the meeting.

3221 GreenSquareAccord – Matrix Partner Consortia agreement

The DD explained the previous agreement and that this new agreement included mitigation against the risk of it being revoked. PS added that this type of agreement was in keeping when public money was involved.

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

- i. Delegated Authority to the Development Director in Consultation with the Finance Director to conclude negotiations with GSA and Matrix Partners and enter the GSA (Matrix) Consortia Agreement 2022.
- ii. Submission of the Homes England Delivery Partner Deed on the successful conclusion of the GSA (Matrix) Consortia Agreement.

3222 Crown Inn, Powick

The DD explained the report.

There was a discussion on what could have been done to prevent the increased cost to the scheme, how it had been a calculated risk and that the delays had been out of our control. However, all the properties would now be for social rent, which would improve the financial position of the scheme.

RHG and RHA: It was **RESOLVED** that the revised total scheme cost of £4,551,680 be approved.

3223 **Probity Policy**

The HoG stated that the Policy review had incorporated the principles of the draft NHF Code of Conduct for 2022.

RHG: It was **RESOLVED** that the revised Probity Policy be approved.

3224 **Equality, Diversity and Inclusion Policy**

The HD advised that the policy had been updated to reflect changes in our approach strategically and highlighted that the Inclusion Alliance Group would be involved in a further review of the Policy within 12 months from approval which would be brought back to the Board for approval in March 2023.

RHG: It was **RESOLVED** that the revised Equality, Diversity, and Inclusion Policy be approved.

3225 **Asset and Liability Registers Policy**

The FD explained that there had been few amendments made to the Policy.

RHG: It was **RESOLVED** that the Asset and Liability Registers Policy be approved.

3226 **Annual review of the Matters Reserved for the Board and Scheme of Delegations**

The HoG explained the key amendments made to the documents.

It was noted that the changes to the DD delegations relating to disposals was to bring it into line with the other disposals.

JW queried the change in the figure under 8.1 of the Matters Reserved for the Board from £3.9 million to £4.5 million. It was explained that this was due to the increase in build costs. The DD and Executive Team delegation would cover small schemes, generally of 10 to 12 units, though these would already have been included in the overall scheme approval given by the Board. It was requested that the wording be amended at 31.11 in the Scheme of Delegations to 'Approve development schemes up to £4.5 million (total scheme cost) that do not include outright sales subject to prior confirmation of compliance and meeting financial parameters by the Development Project Review Panel.'

DEH left the meeting.

HoG

RHG: It was **RESOLVED** that the updated Matters Reserved for Board and Scheme of Delegations be approved, subject to the amendment requested and permission was granted for any required administrative updates as a result of the restructure of the Executive Team.

3227 **Board Member Code of Conduct**

The HoG explained that the revised document was based on the latest draft of the NHF Code of Conduct 2022 which was expected to be published by the end of March. It incorporated the Code's principles but was also aligned to Rooftop's culture, its vision and values. She added that there had been a request to change any reference to 'employee' to 'colleague' to reflect equality, diversity and inclusion commitments.

PS commented that this was an important and key document for Board Members.

CG queried whether the SID should be included under sections 6.2.6 and 6.2.7 regarding complaints, which the HoG agreed to.

RHG: It was **RESOLVED** that the revised Code of Conduct for Board Members be approved and adopted, subject to the minor amendments.

3228 **Board Appraisal process for 2022**

The HoG advised that the process used for 2021 had been well received and proposed it was retained for 2022. The external review of governance practices this year would include a review of the appraisal process with any recommendations being incorporated for 2023. Following the approval of the process the individual members' appraisals would be arranged to be held in May and carried out by the Group Chair, with the Group Chair's appraisal conducted by the SID and Chair of RHA.

RHG: It was **RESOLVED** that the process for the 2022 individual board member appraisals be approved.

3229 **Annual Report of Board Members' Declarations of Interest**

The HoG presented the first annual report of board member interest which was now a requirement of the NHF Code of Governance (2020).

RHG: Members noted the content of the Annual Report of Board Members' Declarations of Interest.

3230 **Joint meeting of the Boards Forward Plan**

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

3231 **Any Other Business**

A presentation was made to CJ as this was his last board meeting. The Chair, GCE and DD gave speeches of thanks and praised him for his contribution to Rooftop and its community.

There being no other business the meeting closed at 2.24 pm.

HoG