

**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 14 July 2021
electronically via Microsoft Teams**

Members present:	Mrs N Inchbald (Chair) Mr R Richmond (Vice Chair and Senior Independent Director) (RR) Mrs C-E Arthurs Payne (CEAP) Mr C Goodchild (CG) Mrs D Halford (DEH) Mr M Hrycyk (MH) Mr C Jones (CJ) Mr P Spooner (PS) Mrs T Rollings (TR) Mr J Wallbank (JW)	Mr B Worrall Mrs C Dykes Mr D Hannon Mrs C Newman Miss L Nicholls Mrs C Allen Mr A Ledger Mrs S Morgan Mr S Hitchman Mr D Morris Mr D Guy Mr P Stevens Mr S Goldman Miss R Organ	Group Chief Executive (GCE) Finance Director (FD) Development Director (DD) People Director (PD) Housing Director (HD) Head of Governance (HoG) Head of Risk and Assurance (HoRA) Head of Finance (HoF) Head of Digital and ICT (HoDICT) (part) Head of Business Improvement (HoBI) (part) Head of Assets and Facilities (HoAF) (part) Centrus (PStevens) (part) Centrus (SG) (part) Senior Governance Officer (SGO) (minutes)
	Observer: Mrs S Higham (SH)		

3069 Apologies for absence

There were no apologies for absence received.

3070 Declarations of interest

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

Declaration of interests were noted from all board members under agenda item 4.1.5: Recommendations from the Nominations and Performance Committee held on 30 June 2021.

3071 Any Other Business items

There were no additional Any Other Business items raised.

3072 Draft minutes of the Joint meeting of the Boards of RHG and RHA held on 19 May 2021

RHG and RHA: It was **RESOLVED** that the draft minutes of the Joint meeting of the Boards of RHG and RHA held on 19 May 2021 be approved.

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3073 Notes for the Board Strategy Day held on 25 June 2021

The Chair noted that although the meeting was not held at Puckrup Hall Hotel as planned it had been managed well through Microsoft Teams and proved to be effective.

RHG and RHA: It was **RESOLVED** that the draft notes of the Board Strategy Day held on 25 June 2021 be approved.

3074 Outstanding Actions Lists

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

CEAP joined the meeting.

3075 Draft minutes of the Nominations and Performance Committee held on 30 June 2021

This item was minuted separately.

3075.1 Recommendations from the Nominations and Performance Committee held on 30 June 2021

CG and the HoG advised Members of the proposed change in representative for Platform Property Care (PPC) at its board meeting on 20 July and Annual General Meeting on 28 July. The change from CG to the HD would start from 28 July and not on 15 September as per all the other Nominations to Office.

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

- i. the Group Board has a membership of nine Board Members from 15 September 2021 with six members retained for Rooftop Housing Association;
- ii. the criteria contained within the updated Skills Audit 2021;
- iii. the Succession Plan 2021-2026;
- iv. the Nominations to Office from 15 September 2021 as detailed in the report;
- v. the Members for re-election at the Annual General Meeting 15 September 2021 (TR and DEH);
- vi. the Shareholding Membership for Rooftop Housing Association (RHA) from 15 September 2021.

3076 Draft minutes of the Audit and Risk Committee held on 30 June 2021

CEAP advised of two emerging risks that the Committee had discussed, which were the lack of skilled labour and materials and a wider sector issue of the media highlighting damp and mould in properties. These would be discussed further at the next meeting.

She commented on the Resident Excellence Panel (REP) scrutiny review carried out, to which the HD added that progress was being made with their training needs and information would be provided to them sooner when a scrutiny review was announced.

CEAP summarised other key points from the meeting including the Income walk through of risks, the monitoring of repairs and the improvements being made and

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the annual reports discussion.

RHG: Members noted the content of the draft minutes of the Audit and Risk Committee held on 30 June 2021.

3076.1 Minute number 1335: Annual Reports and Financial Statements for the year ended 31 March 2021 – see minute number 3083 for board approval

3076.2 Minute number 1336: Discharge of Audit and Risk Committee responsibilities

RHG: It was **RESOLVED** that the work of the Committee during Q1 2021/22 in assessing the adequacy of internal controls be approved.

3076.3 Minute number 1337: Evaluation and Appointment of External Auditor – see minute number 3084 for Board approval

3077 Group Chief Executive and Executive Team reports

There was a discussion on the emerging risk in lack of tradespeople and material shortages. The GCE explained that he had flagged this with the National Housing Federation but had no clear evidence whether it was a regional or national issue. It was also noted what was being done for those residents whose properties were no longer compliant due to the delays. Regular meetings were being held with PPC to give assurance on what controls were being put in place to mitigate this risk and it was being monitored daily. Other avenues were being explored including working with agencies and large organisations to tackle this issue. CEAP commented that this was a national issue and there needed to be clear distinction in what we could and could not control. The GCE confirmed that this would be reported back to the next Audit and Risk Committee and future board meetings. The Chair and CG noted the work being undertaken and that it was being well documented.

CG queried how the changes in the energy market with the phasing out of gas connections by 2024 was being planned for. The HD advised that she would be discussing this with PPC shortly.

The GCE confirmed that an updated gas action plan would be presented to the September board meeting to provide the Board with assurance on the current and future issues raised.

DEH queried whether residents were aware of the potential delays in key checks being carried out to their properties. The GCE advised that it was only an issue for a few dozen properties and that the individuals were being contacted with the relevant appointment dates. In response to a concern raised by MH on the potential health and safety property issues with the delays the HD advised that without accessing these properties it was not possible to give assurances on this. However, those tenants identifying any issues with their boilers and/or heating had the ability to report this and it would be responded to at the right priority level. Anything of concern would be managed as an emergency. For any properties with repeated no access issues the gas connection would be capped where appropriate.

HD

3077.1 People overview

The PD reported that the full guidance from the Government on returning to work was not yet available, therefore the current ways of working would largely remain and be refined as required. The plan was for a phased return to the office over the summer with a full opening to staff in September. She added that the current health and wellbeing of staff was good and individuals were being supported where required. There were only a few known cases of COVID-19.

CEAP questioned how the Housing Ombudsman report on received complaints was being fed into our complaints process. The PD confirmed that this report was being reviewed. However, there were 360 decisions to digest so it would take time.

PS commented on the encouraging progress made in the area of business improvement and project management and thanked those involved. He also noted the great work of the Income team who were customer focused but that this should not take away from its other key areas of work.

CG queried whether customers felt that the Income team had become a little too commercial in its rent collection style and asked whether the customer experience was being sought. The PD confirmed that this was being considered as part of the customer experience work. The HD added that feedback from transactional surveys and the engagement framework of the new Customer Strategy being developed would also help.

In response to a question on a potential spike in COVID-19 from exiting lockdown and the current high infection rate the PD explained that current robust measures were being kept in place and believed that it could be managed. By September around 82% of staff were expected to have received both vaccinations. She added that it was known that some staff were working whilst positive with the virus and had no symptoms. If necessary, Rooftop could revert back to stricter measures.

3077.2 Housing overview

The HD reported on the focus of the team in the post pandemic recovery phase with temporary protocols being phased out but retaining the additional current health and safety measures. There was a high demand in the repairs service, especially in carpentry, roofing and tiling works, but the backlog had reduced to 73 cases.

The HD confirmed that communication on repairs was a joint responsibility between Rooftop and PPC, with PPC proactively providing communication to tenants with longer repairs jobs.

The HD advised that the Housing Ombudsman’s report on cases of damp was being reviewed to fully understand the details behind them. The Chair asked that Members be kept updated on the outcome of this review. The HD confirmed that she would update them via the next housing overview report.

HD

DEH noted some cases where PPC contractors had turned up to properties unannounced with no communication made to the tenant prior to their visit. The HD advised that she would respond to DEH outside of the meeting on any individual cases.

HD

3077.3 Development overview

The DD reported on the first quarter results against the Development Strategy and Financial Business Plan expectations and that Sustainability had been given a clean bill of health with the recent audit. He noted that the appendix had been reshaped to make it easier to read for Members and highlighted the new development related risks being reported this year. He thanked the Chair, PS and the GCE for their assistance to resolve issues with the Almonry Close scheme. He updated Members on the St Oswald’s project including when the key decision reports would be presented to the Board and confirmed that the exclusivity agreement had been signed by Rooftop and was with Tesco.

He gave an update on the redevelopment at Crown Close, Bishop’s Cleeve and the success of securing the £800,000 grant funding from Tewkesbury Borough Council.

He confirmed that the results of the bid for the New Ways of Working 2 programme would not be known until September.

3077.4 Finance and ICT overview

The FD noted the reasons behind the delay in publishing the annual reports and statements in the meeting’s reports. It was added that the final surplus reported was £4.1 million.

TR thanked the FD for the update on the ICT Disaster Recovery plan progress.

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

3078 Board Member Learning and Development

RHG: It was **RESOLVED** that the Board Member Learning and Development Policy be approved.

3079 Fraud

MH noted that the potential fraud by staff working from home was not mentioned in the Policy. The PD stated that it was referred to in data training, the Employee Handbook and Code of Conduct but agreed that these should be cross referenced against this Policy and would check. MH confirmed that he was happy to approve the Policy and would discuss this point with the PD outside of the meeting.

MH/PD

It was noted that section 7.5 should be made clearer to ensure that in addition to the requirements for reporting a suspected fraud under section 7.4, all such reports should also be copied to the FD (unless inappropriate to do so). The Chair

stated that the Policy could be approved but that this point should be made clearer to staff.

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

3080 Health and Safety Policy and Statement

RHG: It was **RESOLVED** that the Health and Safety Policy and Statement be approved and that the added Duty Holder List was noted.

3081 Disposals and Change of Use

The Chair advised that she would be voting against this decision as Rooftop provided social housing and, therefore, it had to be a fundamental reason, for example substandard property, to dispose of it. The HD explained that there was an approved disposal checklist that was followed including whether it was because of a fundamental issue with the property and discussion with the tenant on the potential disposal would only happen after the checklist was complete. The Executive Team had specified that the disposal criteria was made clear in the revised Policy and it was not related to the Home Ownership Policy.

RHG: It was **RESOLVED** that the revised Disposals and Change of Use Policy be approved, with one Member voting against.

3082 Annual Reports and Financial Statements for the year ended 31 March 2021

The Chair commented that there had been a fantastic effort to report a surplus in what was a difficult year.

JW noted his comments made at the recent Audit and Risk Committee meeting congratulating the team involved in producing the reports and financial statements.

RR queried whether the Audit and Risk Committee was happy with the BDO management judgement relating to pensions liabilities. CEAP confirmed that there was no concern with this management judgement, which JW concurred.

RHG and RHA: It was **RESOLVED** that the Annual Reports and Financial Statements for the year ended 31 March 2021 and the Letter of Representation be approved.

3083 Appointment of External Auditor

The HoF noted that there had been a new Audit Partner at BDO this year who had refreshed the process. She added that the contract was being extended for one further year.

RHG and RHA: It was **RESOLVED** that the reappointment of BDO at the Annual General Meeting in September 2021 be approved.

3084 Amendment to Lloyds, Nationwide and Santander loan agreements for transition to SONIA

The HoF advised that the amendments were being finalised, with only one query with Nationwide to confirm. She added that this would not affect the Board decision made today.

The Chair reported that:

- 3.1 The Association had previously entered into a loan facility agreement originally dated 3 October 1994 between (1) the Association as Borrower, (2) Nationwide Building Society (Nationwide) in its capacities as Arranger, Original Lender and Agent; and (3) Prudential Trustee Company Limited as Security Trustee (as amended, restated, varied, supplemented from time to time and most recently amended and restated on 31 March 2020) (the Nationwide Facility Agreement).
- 3.2 The Association had also previously entered into a facility agreement originally dated 31 May 2017 between (1) the Association as Borrower, (2) Santander UK Plc (Santander) in its capacities as Arranger, Original Lender and Facility Agent; and (3) Prudential Trustee Company Limited as Security Trustee (as amended, restated, varied, supplemented from time to time and most recently amended and restated on 1 July 2020) (the Santander Facility Agreement).
- 3.3 The Association had previously entered into a loan facility agreement originally dated 21 February 2006 between (1) the Association as Borrower, (2) Lloyds Bank PLC (Lloyds) in its capacities as Arranger, Original Lender, Facility Agent and Security Agent; and (3) Prudential Trustee Company Limited as Security Trustee (as amended, restated, varied, supplemented from time to time and most recently amended and restated on 31 March 2020) (the Lloyds Facility Agreement).
- 3.4 It was further reported that the purpose of the meeting was to:
 - 3.4.1 consider and, if thought fit, to approve certain amendments to the Nationwide Facility Agreement, the Santander Facility Agreement and the Lloyds Facility Agreement in order to document the mechanics for the change in floating rate interest basis from LIBOR to SONIA as set out in the Nationwide Amendment Agreement, the Santander Amendment Agreement and the Lloyds Amendment Agreement (each as defined below) with effect from the date of completion of the Nationwide Amendment Agreement, the Santander Amendment Agreement and the Lloyds Amendment Agreement; and
 - 3.4.2 delegate signing and execution of the Nationwide Amendment Agreement, the Santander Amendment Agreement and the Lloyds Amendment Agreement and any other documents to be entered into by the Association pursuant to or in connection with the Nationwide Amendment Agreement, the Santander Amendment Agreement and the Lloyds Amendment Agreement to the Authorised Signatories (as defined in paragraph 6 below).

4. Documents

The following draft documents (together the Documents) had been circulated to the Board in advance of the meeting:

- 4.1 an amendment agreement to be made between the Association and Nationwide detailing the proposed amendments to the Nationwide Facility Agreement (the Nationwide Amendment Agreement);
- 4.2 an amendment agreement to be made between the Association and Santander detailing the proposed amendments to the Santander Facility Agreement (the Santander Amendment Agreement);
- 4.3 a transition amendment agreement to be made between the Association and Lloyds detailing the proposed amendments to the Lloyds Facility Agreement (the Lloyds Amendment Agreement); and
- 4.4 an authorised signatory certificate to be signed by Authorised Signatories (as defined in paragraph 6.5 below) of the Association providing certain confirmations to Lloyds as required by the Lloyds Amendment Agreement.

5. Discussion

- 5.1 The Board discussed:
 - 5.1.1 the amendments that will be made to the Nationwide Facility Agreement under and by virtue of the Nationwide Amendment Agreement;
 - 5.1.2 the amendments that will be made to the Santander Facility Agreement under and by virtue of the Santander Amendment Agreement;
 - 5.1.3 the amendments that will be made to the Lloyds Facility Agreement under and by virtue of the Lloyds Amendment Agreement;
 - 5.1.4 the rights and obligations of the Association under and pursuant to each of the Documents.
- 5.2 The contents of the Documents were noted.
- 5.3 It was further noted:
 - 5.3.1 that the Association has received the appropriate internal financial advice and external financial advice in order to make this assessment;
 - 5.3.2 that entering into the Documents is consistent with the Association's approved borrowing strategy;
 - 5.3.3 that the Board considers the entry into the Documents in accordance with the terms of the Documents is in the best interests of the Association; and
 - 5.3.4 that the execution and delivery of each of the Documents and the exercise by the Association of its respective rights and the performance of its

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CHAIR

respective obligations under them would not contravene any provision of the Association's Rules in any material respect.

6. Resolutions

After due and careful consideration IT WAS RESOLVED THAT:

- 6.1 Each of the Documents be approved in the form or in substantially the form of the relevant drafts circulated in advance of the meeting.
- 6.2 The terms of the Documents and the transactions contemplated thereby, the performance by the Association of its obligations thereunder and the execution and delivery by the Association of each of the Documents be approved.
- 6.3 The assumption by the Association of the obligations contemplated by each of the Documents 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):
 - (i) Caroline Dykes (Finance Director);
 - (ii) Boris Worrall (Group Chief Executive); or
 - (iii) Sam Morgan (Head of Finance),

be and is hereby authorised for and on behalf of the Association to negotiate and agree the final terms of the Documents and any other letter, deed or document relating thereto with such amendments as such person shall (in their absolute discretion) deem necessary or appropriate (such approval conclusively evidenced by the execution of such Documents in accordance with these resolutions).

- 6.5 Any one member of the Board or 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) Caroline Dykes (Finance Director); or
 - (ii) Boris Worrall (Group Chief Executive),

be and is hereby authorised for and on behalf of the Association to execute under hand the Documents and any other documents, notices or communications in relation to the Documents 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 Documents.

- 6.6 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 Documents and such sealing be witnessed by any two of the Authorised Signatories or otherwise in the manner required by the Rules from time to

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time.

6.7 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 any of the Documents.

6.8 All necessary entries in the books and records of the Association will be made to reflect the above matters and make all necessary filings at the Financial Conduct Authority or any other competent authority (as applicable).

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

- i. Each of the Documents be approved in the form or in substantially the form of the relevant drafts circulated in advance of the meeting.
- ii. The terms of the Documents and the transactions contemplated thereby, the performance by the Association of its obligations thereunder and the execution and delivery by the Association of each of the Documents be approved.
- iii. The assumption by the Association of the obligations contemplated by each of the Documents and the transactions contemplated thereby be approved.
- iv. Any one of the persons holding the offices of the Association specified below (or any equivalent office from time to time):
 - (i) Caroline Dykes (Finance Director);
 - (ii) Boris Worrall (Group Chief Executive); or
 - (iii) Sam Morgan (Head of Finance),

be and is hereby authorised for and on behalf of the Association to negotiate and agree the final terms of the Documents and any other letter, deed or document relating thereto with such amendments as such person shall (in their absolute discretion) deem necessary or appropriate (such approval conclusively evidenced by the execution of such Documents in accordance with these resolutions).

- v. Any one member of the Board or 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) Caroline Dykes (Finance Director); or
 - (ii) Boris Worrall (Group Chief Executive),

be and is hereby authorised for and on behalf of the Association to execute under hand the Documents and any other documents, notices or

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CHAIR

communications in relation to the Documents 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 Documents.

- vi. 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 Documents and such sealing be witnessed by any two of the Authorised Signatories or otherwise in the manner required by the Rules from time to time.
- vii. 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 any of the Documents.
- viii. All necessary entries in the books and records of the Association will be made to reflect the above matters and make all necessary filings at the Financial Conduct Authority or any other competent authority (as applicable).

PStevens and SG joined the meeting

3085 Treasury Strategy

SG gave a presentation which he noted had been amended since it had been first circulated with the reports. PStevens commented on the high reliance on legacy bank funding and noted that the comprehensive review undertaken last year meant that Rooftop was now moving away from historic forms of funding with the bLEND facility. SG noted the next stages for refinancing following a review of the property stock by Savills.

There was a discussion on the costs for Rooftop on upgrading properties as part of becoming a sustainable, resilient and purpose-led organisation (Environmental, Social and Governance – ESG) and how this would be seen in a favourable light by banks and financing companies. PStevens noted, in relation to requesting a carve out on interest cover covenants from funders, that it was important to have a cost for the upgrade work in the Financial Business Plan as it gave lenders a clearer picture of the requirements for the programme. He added that the work on fire safety was not seen as such a significant challenge for Rooftop.

In response to a question from JW, PStevens noted that the funding portfolio should be two thirds capital markets and one third bank funding. He suggested considering a business case to refinance earlier to replace the legacy bank loans and explore the markets further. SG noted the relatively high breakage costs and high economic value in the existing loans which would need to be considered in the business case.

The GCE noted that the Action Plan to the Strategy provided some of these points raised in the presentation and discussion which the HoF reminded Members they were approving as part of this item.

TR thanked the FD and the Funding Accountant for their time in explaining the Strategy with her prior to this meeting. She noted the current finance situation and how the Action Plan outlined the way forward.

PS queried whether we should be looking at Affordable Homes Guarantee Scheme Funding as an option to fund the Financial Business Plan. PStevens confirmed there was a possibility that deferred funding might be available after the first issue, in which case it should be considered seriously when future funding was required.

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

PStevens and SG left the meeting

The HoDICT joined the meeting.

3086 Data Strategy

The HoDICT noted the improvement in the growth in data governance at Rooftop. The GCE confirmed that this needed further strengthening and had been embedded into the targets of the Executive Team and reminders made to staff at the Colleague Briefs.

MH observed that the Strategy was good and thanked the HoDICT for involving him in the development of it. He asked whether we should be moving to a level three in data maturity which the HoDICT advised was in the Action Plan, which would be reported back to the Board on an annual basis.

DEH noted whether relevant elements of the Together with Tenants (TwT) Charter had been included in the Strategy. It was noted that the Social Housing White Paper had been referred to in the Strategy but it was agreed that an amendment would be made to it so that reference to the TwT Charter was also made.

HoDICT

PS commented on how we communicated with tenants, whether the profile data we had on them was correct and the protection of this data from fraud. The HoDICT confirmed that it was part of the data transparency included in the General Data Protection Regulation (GDPR) and the data governance requirements on the ownership, security and privacy of data.

RHG: It was **RESOLVED** that the Data Strategy be approved, subject to the amendment requested.

The HoDICT left the meeting.

3087 Disposal: Single property

The HD explained that the reasons behind the report were that the tenant had asked to buy the home and that it was an asset that was not performing and would require around £35,000 of investment to bring it up to a higher standard.

PS commented that the proceeds from the sale should be committed to reinvest into more social housing. The FD confirmed, via the meeting chat facility, that the proceeds will be used to deliver new social or affordable homes as set out in the

Disposals Policy that Members had earlier approved.

JW commented on the value and the large amount of land included in the sale. The DD explained how the valuation of the property was calculated using the standard process and taking market factor into account. He added that a restricted covenant could be added to the sale document which would stop the buyer from building additional properties on the land.

The DD advised that the property may be exempt from the Decent Homes Standard due to its age.

CG queried what plans were in place where properties did not quite make the Decent Homes Standard. The DD explained that the Assets team was aware of these properties that were exempt to the Standard.

CG asked why the property was purchased. The DD explained the history of the properties in that area, how they came to Rooftop and the original investment made.

The HD explained how legal advice had been sought on this disposal. All properties that were exempt of the Decent Homes Standard were reported in the Compliance report and Rooftop still had a commitment to social housing in the area. She added that an annual disposal review was yet to be carried out. The DD supported the HD in this disposal request as he would expect to dispose of the property if it became void.

JW still had a concern on the original point of open market price and amount of land included in sale of the property. The Chair added her disappointment that the history of the property was not fully stated in the report and felt there were governance, reputational and moral issues with this sale that could provide, in her opinion, a dangerous precedence. The GCE reported that the Executive Team had held a similar discussion on this report and was concerned with the discussion from the Members today. CG added that it was helpful to have the historical information and there was a balance needed between the commercial and emotional sides to this report.

RHG: It was **RESOLVED** that the disposal was **not** approved, with three Members for and six voting against. The Chair added that this property should be included in the next annual review of disposals.

3088 Secunda Way, Gloucester

The DD explained that this scheme was a replacement for the delayed Almonry Close scheme and confirmed that the standard rules for a new development scheme were being followed.

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

- i. entering into a land and build development contract to acquire 36 homes, through Cape Homes Ltd, in the sum of £5,100,000.

- ii. a total scheme cost of £5,749,687 subject to the approval of the S106 agreement and funding.

3089 Land and premises (former Aldi Store) at Swan Lane, Evesham

The DD reported that the conditional offer to acquire this town centre site had been accepted by the Aldi Board. The development proposal aligned with the Evesham Housing town plan and with the Development and Supported Housing Strategies. He added that it was only at the inception stage at this time.

The DD advised that community views would be sought in advance of the public consultation phase to secure a planning permission. He added that the scheme approval would include evidence of the local needs and demands for this type of scheme.

TR commented that as the land was in our patch and so close to head office it should be an opportunity we pursued.

PS noted that he supported the town centre regeneration.

There was a discussion on the tenure mix and reassurance of this scheme following the experience with planning permission delays to the Swan Lane scheme. The DD noted that the tenure mix would be based on evidence of the needs and demands. He added that at a similar scheme at Yates Court sales were very successful.

In response to a question from RR on how it fitted into the Development and Supported Housing Strategies the DD advised that it was compliant. The Chair added that the activities at Yates Court had been offered to non residents of the scheme in the past and could be extended to this opportunity.

The HD commented that the site opportunity aligned with the Supported Housing Strategy and the feasibility study on current schemes that were no longer fit for purpose. There was the potential to move residents from an older scheme into this one. Communication would be sought by the current residents as part of the communications plan for the development of the scheme.

RHG and RHA: It was **RESOLVED** that the inception costs, to include legal fees and associated planning costs, totalling £168,000 (plus VAT) be approved.

3090 Worcestershire Telecare shareholding – transfer of assets and liabilities to The Community Housing Group from 30 September 2021

The HoG explained that the report included details of the future service delivery arrangements. The Chair noted that this report related to the transfer of the assets and liabilities specifically and not the continuation of the service. RR commented on the assets of Worcestershire Telecare but noted that they were diminishing. The HoG confirmed that legal advice had been sought regarding Rooftop’s position in relation to this.

Regarding the continuation of the contract, it was noted that the Board should be

HD

assured that the revised agreement would be signed by the HD shortly.

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

- i. To the transfer of business, assets and liabilities from WTC to The Community Housing Group and to dissolve the WTC subsidiary once the transfer is complete.
- ii. To authorise its representative on the WTC Board to complete the actions necessary to complete the transfer and dissolve the WTC subsidiary within the proposed timetable (30 September 2021).

And noted that upon shareholder release the existing Framework Agreement continued, which would ensure service continuity.

The HoBI joined the meeting.

3091 Performance Monitoring

The HoBI noted the good performance with the only concern to report was on the customer repairs satisfaction figure. PPC and the Assets team were reviewing the trends to address the underlying issues. The annual objectives were also on track with one minor exception regarding the delay to the QL customer app.

In response to a query from PS on the operating margin the HoBI confirmed that it was a moving target year on year and that we were in exceptional circumstances.

Following a question from TR on the reasons behind the responsive repairs figure the HoBI advised that it related to jobs that were taking longer to complete due to underlying issues including the availability of carpenters.

The Chair queried the shared ownership sales to which the HoBI responded that the trend should see an improvement soon as it related to the unsold stock at Parsons Gardens.

RHG and RHA: Members noted the content of the Performance Monitoring report.

The HoBI left the meeting.

3092 Customer Voice

The HD summarised the report.

CEAP commented that it was good to see the steps being made in this area and queried whether we could be more proactive at reaching out to customers for their views. The HD noted how the 'Chatbox' function on the self service app would be utilised and developed further along with the key themes from the TwT Charter. She agreed to meet with CEAP to discuss the future reporting plans. The GCE noted that customer communication was a recurring theme in the meeting and needed further improvement, especially with the customer app due to go live.

PS noted the work of the REP and how it had become a clear and transparent part

of the communication with customers. The Chair reminded Members that the REP reported to the Board on an annual basis.

The HD explained the commitment to service delivery and tone of voice for quarter three. MH commented that it was good to develop this alongside the Data Strategy, looking at where contact was unwanted.

CEAP had posted a comment in the chat facility of the meeting stating that the REP only had a scrutiny role and queried what other ways were there to hear the customer’s voice. The HD responded that the new customer engagement framework would provide a raft of opportunities for customers to have their say and be involved in a meaningful way.

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

3093 Compliance Report to 31 May 2021

The HoRA noted the updated position in June regarding the gas safety checks and Fire Risk Assessment (FRA) recommendations. The number of gas safety checks were being tracked and the four remaining FRA recommendations related to an empty property which was low risk. He added the current position of the sales and how it was affected by two long standing units unsold.

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

3094 Q1 2021-22 Risk Report

The HoRA noted the active discussion during the meeting of the key strategic risks and that the key was to maintain the controls assurance.

There was a discussion on the golden rule relating to the covenant. The HoF explained that she was working with L&G on a review of the security currently in place and a programme of substitution where necessary. She also confirmed what stress testing was being carried out in this area and JW asked that an individual stress test for L&G interest cover be added to the Financial Business Plan report next year.

RR noted that there had been a big step forward in the three lines of defence reporting and thanked the HoRA.

RHG and RHA: Members noted the content of the Q1 2021-22 Risk Report.

3095 Health and Safety Strategy annual action plan update

The Chair noted that this was a helpful and useful review.

RHG: Members noted the content of the Health and Safety Strategy annual action plan update report.

3096 Communications and Marketing Strategy annual action plan update

The Chair reminded Members of their new protocol, created as appendix two to the Complaints Policy. The PD added that the new Strategy was due next July.

DEH noted that the comment regarding the pausing of the National Housing

Federation TwT campaign was incorrect. She had provided the HoC with the communication she had received regarding this from the National Housing Federation. The PD thanked DEH for this clarification and confirmed that the Action Plan would be amended accordingly and reissued to Members by email as requested.

RHG: Members noted the content of the Communications and Marketing Strategy annual action plan update report.

3097 RHA Development Delivery Overview 2020/21

The DD reported on the 72% of units built at Standard Assessment Procedure (SAP) Rating Band A and how Rooftop was getting a strong reputation in the sector with this result. He also commented on the surplus made through sales activity, including the Lifestyle Leases. It was noted how the Development team had rallied round in the first quarter following a difficult year.

RHA: Members noted the content of the RHA Development Delivery Overview 2020/21 report.

3098 Sales Strategy annual action plan update

PS commented on the need to promote shared ownership and property sales with our current tenants. The DD confirmed that the new Sales and Marketing Manager had also suggested this, and it would be added to the Action Plan along with promoting staircasing opportunities. The Chair noted caution on sales ownership and how it should be monitored.

RHG: Members noted the content of the Sales Strategy annual action plan update report.

3099 NHF Code of Governance (2020) Action Plan – Q1 update

The HoG stated that the Action Plan was on track with some minor movements in action completion dates. Overall, she was happy with the progress being made.

RHG: Members noted the progress made during April to June (Q1) with the NHF Code of Governance (2020) Action Plan.

3100 Joint meeting of the Boards Forward Plan

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

3101 Feedback from external Boards: Matrix, amica24, Platform Property Care

Matrix: PS reported that the Board had met shortly after the last Rooftop Board meeting. The New Ways of Working (NWOW) 1 programme performance continued to improve and the bid for the NWOW 2 programme remained strong compared to other bids.

Amica24: The Chair noted the changes to the amica24 Group including that they were moving out of the care business.

Platform Property Care: CG noted that the board meeting was being held next

week and how the HD would be replacing him as the Rooftop representative.

RHG: Members noted the content of the feedback from external Boards: Matrix, amica24, Platform Property Care.

3102 Any Other Business

The Chair congratulated PS who had been announced as the new Chair of the Matrix Partnership Board and would start in post in the autumn. She offered her thanks to him for taking up this post and expected him to drive the Partnership forward.

There being no other business the formal meeting closed at 1.18 pm.

The HoAF joined the meeting.

3103 Afternoon session – Band C Roadmap

The GCE summarised the reason behind the presentation, which was jointly given by the DD and HoAF.

There was a discussion on the quality of the replacements made to our properties and how residents should be made aware that even with the Band C improvements they may find their energy costs rising. The DD commented that there were additional measures required to improve the band rating of the properties. The HoAF advised that the Government was reviewing the Decent Homes Standard and would be engaging with customers regarding repairs issues. The DD noted that work would be required to support customers in how to optimise the use of the new energy systems installed. The HoAF added that the work would not just be targeted at postcode areas but also other factors including the vulnerable and those in fuel poverty.

Following a comment from MH on the growing interest in microgeneration, he asked if this was something that the project would explore. The DD commented it is not part of this project as yet, however we had experience with Walkinshaw Court which currently generated 80kw per hour of energy that entered the National Grid and at St Oswald’s we had a combined heat and power plant that generated electricity at peak times. This was something that could, potentially, be achieved through the Matrix Partnership. The HoAF added that the Greater Manchester Housing Providers Partnership was looking further into becoming carbon zero.

In response to a question from DEH on undertaking whole house works, the HoAF advised that the work would be packaged together over a number of properties where possible, but some tailoring may be required.

The DD confirmed that the Project Board would not be replacing the Environmental Sustainability Panel (ESP) and explained why there were two Executive Directors, one was the Project Sponsor on the Board and the other sat on the Project team to oversee the stock condition database activities. The current HoF was listed on the Board. Three board members expressed interest in sitting on the Project Board and it would be reviewed as to who was the most suitable

candidate.

There was a discussion on what information we had and did not have regarding the energy banding of our properties and how external organisations were being approached to take on the Energy Performance Certificate (EPC) property checks programme. The information received from the checks would create the priority list of properties to be dealt with. The DD noted that he expected we would have the full information available to us by February 2022.

TR noted that EPC checks were crude as she had personal experience of it being carried out on her property. The HoAF confirmed that the checks would not provide us with the relevant stock condition data but it would give us the information on what energy works needed to be completed. This would become part of the Stock Condition Surveyors' work.

The HoAF explained how PPC and the Matrix Partnership may be utilised on accessing the relevant components required to be installed especially with the increased demand on them.

The risk work carried out by the HoRA on this project was noted.

The Members were asked three questions at the end of the presentation.

Question 1: Do you think the approach set out covers all the key areas/activities you would expect or is there anything missing that we need to review?

JW responded that there was a lot of work to confirm the costs for the Financial Business Plan, whether the programme needed to be completed by 2028 instead of 2030, and should we look to become carbon zero. The DD confirmed that the Assistant Business Planning Accountant was working hard on the figures. He did not expect all properties would be carbon zero unless they were demolished through a regeneration programme. CEAP added that when the data was available it would help us to make the difficult decisions. PS commented that the first phase included funding, procurement, data collection and analysis. This would involve a significant commitment of time to get it right by the end of March 2022.

Question 2: Are there any further key strategic or project specific risks that we need to consider?

The Chair commented on the possible need for additional resources and CG stated that we should not wait too late to make key decisions. He added that the data collection would assist us in the long term in compliance reporting.

Question 3: Are there any elements of the project that you would like to understand further as we move forwards or are there any specific knowledge/sector issues you would like to receive training/briefing on?

The GCE stated that this needed further thought but that a plan on a page update of the project would be reported to the Board at every meeting. TR suggested making sure that Members were fully trained in this area to understand the themes and potential problem areas. The Chair suggested a board visit along the same lines as the Freiburg or Derwenthorpe visits. JW offered to share the views of how Orbit was approaching this area. The Chair noted that this project was for the benefit of current and future tenants. The GCE agreed that these comments would be reviewed and it would be reported back at the next board meeting.

DD

A presentation was made to the Chair as this was her last board meeting. The Chair thanked the Board and Executive Team members and wished Rooftop well for the future.

An acknowledgement was also made to RR on his last board meeting as well.

There being no other business the afternoon session closed at 3.18 pm.