THE RIVERSIDE GROUP LIMITED

(Registered number 30938R)

<u>A Meeting of the Board of The Riverside Group Ltd (TRGL) was held</u> on <u>Thursday 9 March 2017 at the offices of TRGL</u> <u>2 Estuary Boulevard Estuary Commerce Park Liverpool L24 8RF</u>

Chief Executive Officer's Cover Note to the Minutes

- 1. Riverside has been working with customers and stakeholders in reviewing how we can continue to develop our accountability and transparency.
- 2. As part of this work the Group Board has agreed to publish its minutes on Riverside's external website.
- 3. A small number of items may be 'redacted' (blacked out) where they relate to either commercially confidential or personal information which it would be inappropriate to disclose. This is in line with our 'Transparency Statement'.
- 4. The minutes are detailed below, however it can sometimes be difficult to get a sense of a meeting from the 'official' record. So we've decided that I should share my reflections on the key issues discussed at the meeting.
 - The Board continued discussions on the new Corporate Plan for the period 2017-2022 and agreed that it appropriately set out Riverside's vision, values and ambitions and approved it for launch in April.
 - The Business Plan for the 30-year period starting in April 2017, which describes the financial plans for delivering Riverside's services and ambitions was also reviewed. The Board thought that the plan was sensible and robust, effectively managing risks to the business while supporting delivery of the Corporate Plan. The Board agreed that further testing of years 2-30 of the Plan should be carried out to provide as much assurance as possible to stakeholders that Riverside's ambitions can be delivered. The Board will look at the outcome of this work at its meeting on 11 May.
 - An update was received on progress made in moving towards the operating model Riverside has identified as being the best to continue to deliver, and to improve, its services to customers.
 - The Board reviewed performance across the group for the period January 2017 and were pleased that in the majority of areas, performance met or exceeded targets set. It was noted that improvement was needed in customer satisfaction and work was ongoing to achieve this.
 - The Board was pleased to see that Riverside had compared favourably to similar organisations, in a comparison conducted by an external provider of social housing information, Housemark. Performance and customer satisfaction showed improvement at a faster rate than others with particularly significant year on year increases in value for money measures.

Carol Matthews, Group Chief Executive



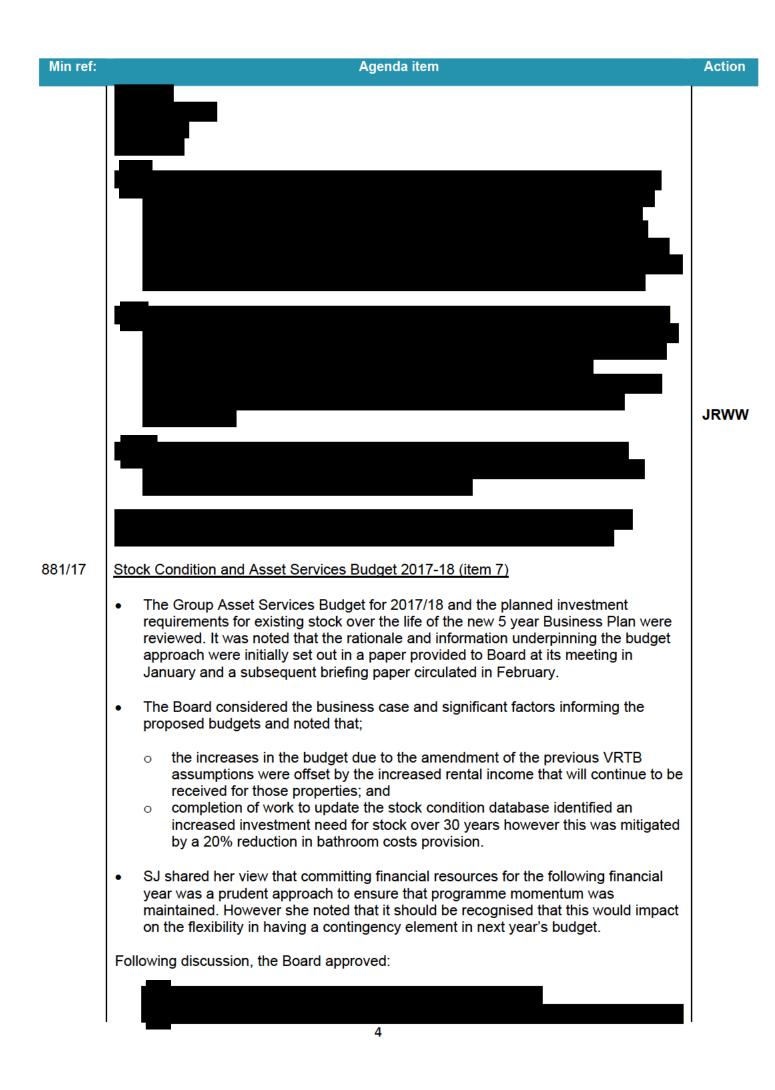
MEETING MINUTES

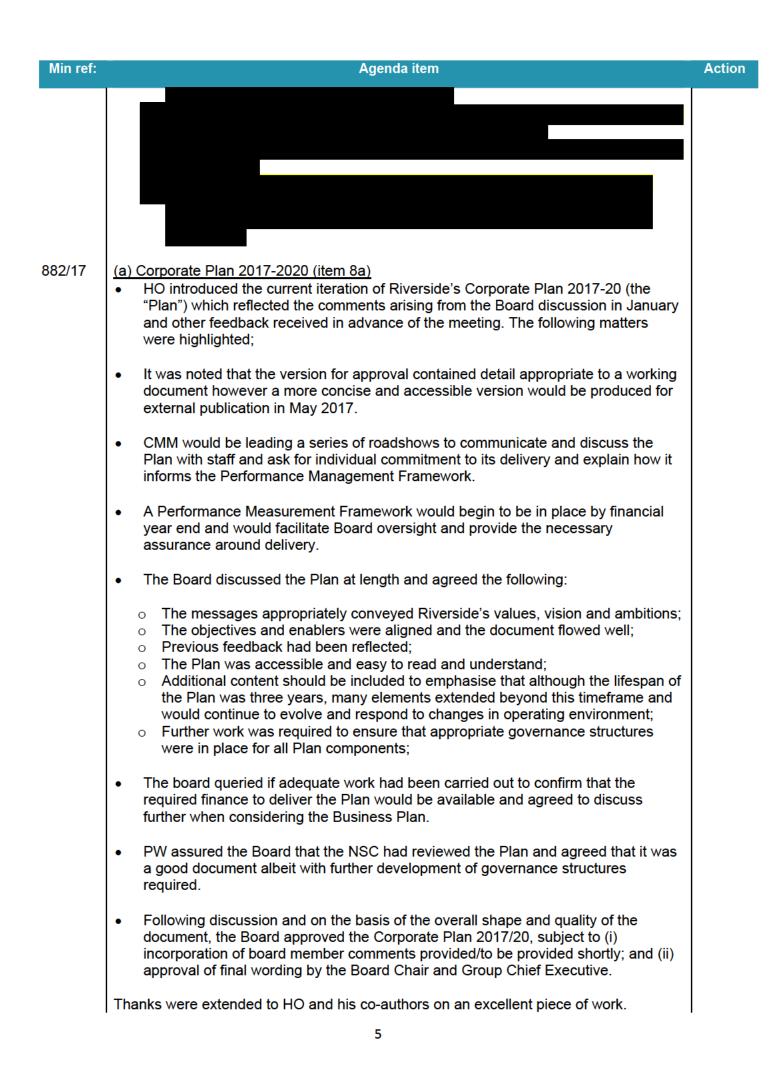
Board/committee:	The Riverside Group Limited (TRGL) Board (the "Board")
Date and time:	10.00, 09/03/17
Location:	2 Estuary Boulevard, Estuary Commerce Park, Liverpool, L24 8RF
Present:	 Max Steinberg - chair Pauline Davis - vice-chair Susan Jee - treasurer Jonathan Dale - board member Philip Han - board member Sally Trueman - board member Carol Matthews (CMM) - co-opted board member Peter White - co-opted board member
In attendance:	 Janice Murray - tenant observer Rosemary Farrar (RF) - Interim Chief Financial Officer John Glenton (JG) - Executive Director of Care and Support Services Ian Gregg (IG) - Executive Director of Asset Services Léann Hearne (LH) - Executive Director of Shared Services and Business Transformation John Wood (JRWW) - Executive Director of Neighbourhood Services Hugh Owen - Director of Strategy and Planning for item 8(a) Corporate Plan 2017-2020 Mike Lawrie-Simmons - Director of Business Planning and Analysis for item 8(b) Group Business Plan 2017-2022 and item 18 Finance Update Period 10 Neil Waddington - Managing Director, Prospect (GB) Ltd for item 8(b) Group Business Plan 2017-2022 Anne-Marie Owens - Governance Manager (Secretary)

Min ref:	Agenda item	Action
875/17	Apologies for absence	
	There were no apologies for absence.	
876/17	Declarations of Interest	
	There were no declarations of interest.	

Min ref:	Agenda item	
877/17	<u>Chair's matters</u>	
	The Chair welcomed;	
	 Rosemary Farrar, interim Chief Financial Officer to her first meeting; Anne-Marie Owens – Governance Manager. It was noted that Mrs Owens had refreshed the agenda, building on work carried out to date. The Board asked that thanks be extended to Jackie Vail for her valuable support and commitment particularly in the previous 12 month period. Neil Waddington, Managing Director of Prospect whose presence supported the move towards greater visibility of commercial subsidiaries at Group Board and who would be sharing his reflections and views of the group business plan. Hugh Owen and Mike Lawrie-Simmons who had been on the Group Corporate and Business Planning journey with the Board. 	
	The Chair noted that the key papers for the meeting were the Corporate Plan and Business Plan as they frame Riverside's ambition for the next three years. He thanked HO for sharing the Corporate Plan a week earlier than usual which had been appreciated. It was noted that a further Board meeting might be required to finalise the Business Plan however this would be subject to the outcome of the strategic conversation at the meeting.	
878/17	Minutes of the Previous Meeting held on 25 January 2017 (item 4)	
	The minutes of the meetings held on 11 and 25 January 2017 were approved as an accurate record subject to a minor amendment which the secretary noted and undertook to complete.	
879/17	Matters Arising from Previous Meetings (item 5)	
	The status of matters arising from previous meetings were noted and it was agreed to close the items identified as complete for the purposes of the report. The Chair stated his satisfaction with the progress made on action points and the clear reporting arrangements to Board from Care & Support which were now in place.	
	The following additional updates were provided to the meeting:	
	• An update from HO on the ongoing Voluntary Right To Buy (VRTB) Pilot was noted. Representatives of the pilot associations had recently met with the Housing Minister who had expressed gratitude for the work undertaken to date. No further information was shared on the second stage of the rollout and no imminent announcements were expected. It was likely that the Government would look towards the pilot associations to act in an advisory capacity for further pilot stages.	
	 SJ clarified that the work to enhance financial reporting was in progress and would likely see several iterations come to Board for feedback over forthcoming meetings as the reporting format develops. 	
880/17	Group Chief Executive's Round-up (item 6) - CONFIDENTIAL	
	REDACTED	

Min ref:	Agenda item	Action
	3	





Min ref:	Agenda item	Action
883/17	(b) Group Business Plan 2017-2022 (item 8b)	
	 The Chair introduced Neil Waddington, Managing Director of Prospect. NW provided a comprehensive overview of Prospect's operations and the significant growth the organisation has undergone in recent years and anticipates over the course of the Business Plan. Key highlights noted were: Prospect's objective to stand out in the market place on the basis of its high property specification; 	
	 The intention to sell its commercial portfolio generating income to be reinvested; The recruitment in key roles to support the ambition to acquire four new developments per year. 	
	• NW advised that the Business Plan had been subjected to rigorous review and challenge by the Prospect Board focusing on the management of risk and the visibility of metrics to allow growth and Work In Progress (WIP) to be monitored and sales momentum maintained. NW stated that sales position was significantly stronger than in the previous year and he was optimistic that this trend would continue however it was dependent on taking opportunities early to acquire land, get on site and generate sales. The Board asked if he was content that early warning indicators were in place to ensure that cash flow supported this process. NW was largely content with the arrangements but noted that a finance business partner was required to assist in this area. MLS advised that a finance business partner for Prospect would be in position as part of the Target Operating Model (TOM) reorganisation activity scheduled for the end of March/early April.	
	• The Board queried what early warning measures were in place. MLS advised that further work was required to establish the correct approach and measure to ensure adequate control and liquidity to deliver the required WIP.	
	 The Board thanked NW for attending and providing the Prospect perspective on the Business Plan. 	
	• MLS introduced the Group Business Plan 2017-2022 and summarised the financial position underpinning the revised corporate strategy. The Board noted the work undertaken to optimise the future plan to balance risk, ambition, prudency, growth and investment. This included the significant modelling of development scenarios, tenure mixes and cross subsidy models. The Board was assured that the plan had been 'stress tested' for areas of weakness and risk with Riverside's approach to mitigating areas of risk. Following review of the executive summary provided, the following matters were highlighted for discussion:	
	• There was lengthy discussion of the reduced number of new units in year 1 of the revised Business Plan compared to the previous year which appeared not to support Riverside's new Corporate Plan ambitions. Several causes were identified including the impact of the Hull PFI on the baseline for 2016/17, changes in site handovers and scheduling and the expected replacements for VRTB not materialising. The Board acknowledged the response however it felt that a detailed reconciliation of these figures was required for it to have complete assurance around the Year 1/2 plan. It was agreed that this would be produced and circulated as soon as possible following the meeting.	MLS
		1

 The significant progress made in developing both the Corporate Plan and Business Plan since January was acknowledged. Following discussion, the Board agreed that although the Business Plan had been subjected to appropriate stress-testing, in light of the Group's ambitions and the changing operating environment, it would be prudent to take time to further stress-test cash flow to provide as much assurance as possible to the Board, stakeholders and the regulator that Riverside's 	
corporate ambitions could be delivered. It would be timely to apply the learning from the IDA to a range of further stress tests.	
• Having discussed the scenario testing, it was agreed that a clearer picture could be achieved with additional narrative indicating not only the impact but the likelihood of the scenarios and their mitigants.	
• Following substantial discussion, the Board approved Year 1 (2017/18) of the Business Plan subject to clarification of the reduction in number of new units planned in 2017/18 from the previous year's plan.	
• The Board recognised the agreed planning position for all other years of the 30 year plan as being accurate as at that date based on the work undertaken including stress testing. It reserved approval of the 30 year planning position subject to receipt of a report at a future meeting following further stress-testing and sensitivity analysis, focused primarily on cash flow and the ability of the Group to fund its ambitions and the inclusion of narrative to better describe the likelihood of scenarios tested.	MLS
884/17 Transformation update (Pr) (item 9) - CONFIDENTIAL	
REDACTED	

Min ref:	Agenda item	Action
		LH
885/17	Employee Temperature Check (item 10)	
	• The Board noted a report setting out the overall findings of the Employee Temperature Check carried out in November 2016 as well as a summary of the actions taken to date and proposed next steps. Key themes emerging were noted as:	
	 Average satisfaction levels have decreased across a majority but not all business areas. These could be directly linked to the progress of the transformation journey and the timing of key announcements that affected some staff. 	
	 Long term results were mixed with Riverside seeing a year on year improvement since the introduction of the Best Companies Survey in 2013 and in-year improvement in responses and a change in positioning for several teams across the business. 	
	 Results indicated strong engagement at team and local manager level and staff engagement will continue to be built on with the launch of the Performance Management Framework, the development of People Plans and further embedding of the HR business partner model. 	
	• The Board acknowledged that the temperature check findings did not make for entirely comfortable reading however it understood that this was largely due to the impact of the necessary changes underway in the business and were content with actions both taken and planned.	
886/17	Action Housing and Support Ltd Update (item 11)- CONFIDENTIAL	
	REDACTED	

Min ref:	Agenda item	Action
		JG
887/17	 Variation to loan facilities for FRS102 (item 12) It was noted that the changes in 2016 to the basis of accounting followed when producing TRGL's financial statement from UK GAAP to FRS102, required changes to financial covenants. It was expected that adjustments to covenant definitions would in turn require changes to facility agreements and consideration and approval of these would be most effectively carried out by the Board's Treasury Committee. 	
888/17	 Following consideration of the proposal and on the basis that it supported efficient governance, the Board delegated authority to the Group Treasury Committee to consider and approve all amendments to Ioan facility agreements arising from the change in accounting basis from UK GAAP to FRS102. <u>Recommendations from Group Remuneration Committee ("GRC") 25/01/17 - To approve revisions to the Governance Framework Document (item 13)</u> 	
	 The Board considered a series of proposals from the GRC designed to ensure that governance arrangements and documentation appropriately supported and reflected recent changes in the Group's internal governance structure. Key revisions proposed were that: The Care and Support Divisional Board be renamed Care and Support Committee; The composition of TRGL shareholding be widened to retain an appropriate number of members who are not Group Board members in light of the demise of divisional boards; Sections of the GFD which are no longer needed be removed; Appraisal arrangements and Table 1 approvals of grants of benefits be updated. That Board and Committee Member agreements be revised to encapsulate 3 months' notice on either side. 	
	 In response to a query from the Board, CMM explained that the provision of shareholding membership for one nominee of a housing association subsidiary, where no other route to membership existed was proposed to confirm this right under the revised Governance Framework Document for potential future subsidiary holdings. Following discussion and with assurance provided by the substantial work 	
	 Following discussion and with assurance provided by the substantial work undertaken by the GRC to identify and finalise the required revisions, the Board approved all recommendations as set out in section 8 of the report. The board thanked Lynn McCracken and her team for working all of these revisions through. 	

Min ref:	Agenda item	Actio
889/17	Interim Chief Financial Officer ("CFO") Authority to Sign (item 14)	
	• The Board noted that several delegated authorities to sign on behalf of TRGL were articulated by job title in detailed Board resolutions. In order that these resolutions continued to be effective the Board was asked to consider a proposal to allow the interim CFO to take over the authorisations formally given to the CFO.	
	 To support ongoing operational efficiency, the Board approved that the Interim CFO would take over the authorisations formally given to the CFO. 	
890/17	Add Interim CFO to Global Bank Mandate as a Signatory (item 15)	
	 A proposal to add the interim CFO as a signatory to the Global Bank Mandate was considered. 	
	 To support ongoing operational efficiency, the Board approved that the Interim Chief Financial Officer was added to the National Westminster Bank Plc Global Mandate as an 'A' signatory. 	
891/17	Chair's Action Dated 21/02/17 – resolution to update lithographic cheque signature (item 16)	
	The Board noted that on 21 February 2017, the Chair had approved the removal with Nat West Bank of Joy Baggaley's lithographic signature from TRGL's cheques and its replacement with John Wood's lithographic signature to ensure ongoing operational efficiency following Joy's departure from Riverside. This decision had been taken in accordance with the provisions of the Group's Governance Framework Document and was noted as below:	
	Decision Taken	
	The Chair has, in relation to the following documents:	
	'Change of Signing Authority for Company or Limited Liability Partnership Mandate' (see Section 3) resolved:	
	a that the authorised signatories in the current mandate for TRGL's Nat West accounts are changed at Section 5, thereby replacing Joy Baggaley with John Wood and allowing for the attached lithographic signature for John Wood to be authorised; and	
	b that the Association's Company Secretary is appointed to sign and dated the Certificate at Section 6 accordingly.	
	'Company Indemnity Printed, Mechanically Impressed etc. Signatures' resolved:	
	a that the Association enters into the indemnity in the form attached;	
	b that the Association's Company Secretary is appointed to sign and date the indemnity in the form attached, on behalf of the Association.	
	'Company Resolution – Indemnity' agreed that the Association's Company Secretary signs and dates the form certifying that the Board has resolved to enter into the indemnity in the form attached.	

Min ref:	Agenda item	Action
892/17	Performance Update Period 10 (January 2017) (item 17)	
	The Board reviewed the performance update provided for period 10, January 2017 and received a tabled report setting out actual performance in the top 10 key indicators in period 11, February 2017 and forecasted year end performance in the same. The following matters were highlighted for discussion:	
	• The aggregate KPI score had increased from January to February from 70% to 74% and was forecasted as 89% at year end. The incremental improvements seen month on month in gas compliance indicated that the performance target would be achieved by year end and a stronger than expected performance in Health & Safety suggested the same.	
	• The principal area for concern was in Voids but evidence indicated that there would be further improvement before year end. JG added that targets for Voids and arrears were being recovered in Retirement Living and met in Supporting Housing.	
	• The Board questioned the underlying reasons for poor Void performance and JRWW explained that a change in approach had resulted in more properties being put up for sale rather than re-let which was a longer process.	
	• The Board expressed its disappointment in the blended score for South & Central and JRWW advised that this was a result of the purity of the Void metric which did not reflect the proactive decanting programme underway. If this was taken into account the indicator would move to green.	
	• The Void metric was discussed and how it could best be expressed to provide a true picture of performance to the Board but still ensure that all empty properties were captured. It was agreed that the metric would remain as currently structured however complementary narrative would be added to explain any significant underlying factors.	JRWW
	• The Board highlighted the low Net Promoter Score in South and Central as an area of concern. PW provided assurance that the Neighbourhood Service Committee (NSC) was closely monitoring performance in this area with particular scrutiny of customer satisfaction processes.	
893/17	Finance Update Period 10 (January 2017) (item 18)	
	The finance update for period 10, January 2017 was noted. The following points were highlighted in the report:	
	 There were no major concerns on year to date financial and operational performance with income tracking above target. 	
	 Cash and covenant measures were all in excess of targets and within Board agreed tolerances. 	
	 In year savings delivery - Year to date performance was exceeding budget and forecast targets. 	

Min ref:	Agenda item
	The Board discussed the commentary on key variances and noted that the significant operating surplus was due in part to delays in planned work including issues with the cyclical painting programme for which action was being taken to resolve. Assurance was given that overall spend in March was high and some catch up to budget targets was expected.
894/17	NSC Headlines from 02/3/17 (item 19)
	PW presented the report from the NSC meeting held on 2 March and highlighted the key outcomes. The Committee:
	 Reviewed and fully supported the Corporate Plan; Considered the Business Plan headlines and understood the elements driving material changes;
	 Recognised the huge effort expended in achieving year end performance targets and noted that the year end position was looking good;
	 Reviewed the Housemark Benchmarking report and whilst noting the outcomes expressed concern over the appropriateness of the comparator group; Shared its thoughts on the Risk Map to be submitted to Group Audit Committee particularly querying the potential risk of unencumbered stock impacting on development ambitions;
	 Noted the commentary on Customer dashboard which addressed previously identified outliers in Riverside Home Ownership and South and Central in previous benchmarking contact.
	PW noted that the Committee discussed a number of the same matters as the Board but at a more tactical, rather than strategic level and aimed to deliver assurance to the Board in these areas.
	The report was noted.
895/17	Housemark Benchmarking Report 2016 (item 20)
	• The Board noted the performance headlines from the Housemark Group Benchmarking Report for 2015/16 which as previously reported, had been the subject of substantial scrutiny by the NSC. It was highlighted that key performance and customer satisfaction indicators showed improvement at a faster rate than peers with particularly significant year on year increases in value for money measures. Costs remained higher than for the comparison Group however implementation of the new TOM should continue to drive improvements in cost and performance position.
	• The Board discussed the report and whilst acknowledging that Housemark remained the sector's most comprehensive and accessible source of comparative intelligence, questioned the validity of the benchmarking data in light of the absence of certain key associations. JRWW explained that participation was voluntary as was the opportunity to share data and some associations had withdrawn from Housemark. Future benchmarking data would be drawn from Sector Efficiency Scorecards for which approximately 240 associations had signed up to take part in the pilot. Riverside was geared up to participate with a range of metrics built into the Business Plan.

Action

Min ref:	Agenda item	Action
896/17	Peer Group Comparison 2016 results (item 21)	
	The Board received and reviewed the Peer Group Comparison Report 2016 which set out Riverside's financial performance benchmarked against 16 peer organisations. The following matters were highlighted:	
	 It was noted that Riverside's overall position had decreased to eight in 2016 compared with fifth in the previous year. Riverside continued to rank strongly on debt per unit and debt to revenue and in the middle of the peer group for gearing and low risk social housing EBITDA (earnings before interest, taxes, depreciation, and amortization) MRI. 	
	• Riverside had moved against the trend seen across the peer group for margins to increase, levels of capex to fall and for units owned and managed to increase. It was anticipated that if the provisions and costs taken in 2016 relating to pensions and the transformation programme were adjusted Riverside's position would improve to seventh.	
	The report was noted with no significant matters raised for discussion.	
897/17	Information items (item 22)	
	The information items listed below were noted.	
	 Riverside Executive Directors' Meeting minutes – 21/02/17 Neighbourhood Services Committee minutes – 19/01/17 Governance and Remuneration Committee minutes – 25/01/17 Irvine Housing Association Ltd minutes – 25/01/17 and 22/02/17 Prospect (GB) Ltd minutes – 19/12/16, 23/01/17 and 10/02/17 Evolve Ltd minutes – 21/12/16 and 26/01/17 	
898/17	Any other business (item 23)	
	 JM circulated a copy of the Riverside Tenants and Residents Federation Annual Report 2016 to the Board. 	
	The Chair congratulated John Glenton on being the North West recipient of the Stonewall Senior Champion of the year.	
	• It was agreed that a Board meeting should be organised before the end of March to finalise approval of the 30 year planning position in the Business Plan pending completion of the further stress testing requested.	
899/17	Date of next meeting (item 24)	
	It was agreed that the next meeting would be held at Riverside, 2 Estuary Boulevard, Estuary Commerce Park, Liverpool L24 8RF at 10.00 on 11 May 2017.	