

## **HIGHLIGHTS OF THE TRGL BOARD MEETING HELD ON 12 JULY 2018**

### **CHIEF EXECUTIVE UPDATE**

It was noted that the Government's Green Paper on Housing was due for publication shortly, and Riverside would be carefully reviewing its content to ensure an appropriate response.

The Board considered an opportunity presented to work in partnership with another organisation in the development of new houses. While the Board expressed its interest in the venture, it strongly agreed that any joint working must contribute to Riverside's corporate ambitions and social purpose.

### **IMPACT**

The Board received an update report on the progress of the partnership with Impact Housing Association, noting that all actions were on track and it was expected that Impact would be joining the Group very soon.

### **RIVERSIDE FOUNDATION**

The current position and potential future strategy for Riverside Foundation, a charity closely linked with Riverside and operating in the communities where it owns properties, was noted. The Charity supports a diverse range of projects aimed at promoting community action and cohesion, and breaking the cycle of poverty in Riverside neighbourhoods.

### **LONDON REGENERATION PROGRAMME**

An update on the Regeneration Programme in London was discussed, and the Board welcomed the news that an independent assessment had shown an improved position with respect to the programme achieving its objectives.

### **INTERNAL CONTROL FRAMEWORK**

The Board received executive assurance that the Internal Control Framework remained fit for purpose in managing Group risk, and that there had been no weaknesses in internal controls which required disclosure in the Financial Statements. The auditor, KPMG, had also provided external assurance on the effectiveness of the Framework.

### **COMPLIANCE WITH GOVERNANCE AND FINANCIAL VIABILITY STANDARD**

The Board considered and were content with information provided evidencing Riverside's compliance with the Governance and Financial Viability Standard set by Homes England, the Regulator.

### **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**

The Board reviewed the financial statements for the year ended 31 March 2018 for the Riverside Group and a number of Group charities. It agreed that the Statements were a true and fair view of the state of the Group's/charities' affairs.

### **INTEGRATED STRATEGIC PERFORMANCE REPORT**

Following review of performance in the period, the Board was assured that areas not performing to target, most notably income collection, had appropriate improvement plans in place and were under close scrutiny from assurance committees who would monitor the effectiveness of actions being taken.

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### **ANNUAL REPORTS**

Reports on performance in the year in Customer Service and Care and Support were considered. The Board was satisfied that good progress had been made in the year and arrangements were in place to continue this improvement. The Board congratulated staff who had achieved notable outcomes in a challenging environment.

### **ANNUAL ASSESSMENT OF TRGL GOVERNANCE**

Having reviewed the information presented, the Board agreed that Riverside's governance arrangements remained satisfactory and compliant with the National Housing Federation's 2015 Code of Governance.

## MEETING MINUTES

**Board/committee:** The Riverside Group Limited (TRGL) Board (the “Board”)

**Date and Time:** 10.00, 12/07/18

**Location:** 2 Estuary Boulevard, Estuary Commerce Park, Liverpool, L24 8RF

**Present:**

- Max Steinberg – Chair
- Pauline Davis (PD) – Vice-Chair
- Susan Jee (SJ) – Treasurer
- Tim Croston (TC) – Board Member
- Jonathan Dale (JD) – Board Member
- Ingrid Fife (IF) – Board member
- Carol Matthews (CMM) – Co-opted Board Member
- Sally Trueman - Board Member
- Peter White (PW) – Board Member

**In Attendance:**

- Tom Ferguson (TFe) – Director of Governance and Legal
- John Glenton (JG) – Executive Director Care & Support
- John Graham (JGr) – Prospect Chair (observer)
- Ian Gregg (IG) – Executive Director of Asset Services
- Léann Hearne (LH) – Executive Director of Shared Services and Business Transformation
- Darren Levy (DL) – Interim Executive Director of Place
- Cris McGuinness (CAM) – Chief Financial Officer
- Anne-Marie Owens – Governance Manager (Secretary)
- Hugh Owen (HO) – Director of Strategy and Public Affairs for items 9,10 and 11
- Andy Gladwin (AG) – Group Financial Controller for items 13-16
- Anna Bishop (AB) – Director of Customer Services for item 19

**Apologies:**

- Victor Andrews – Tenant Observer

Min Ref	Agenda Item	Action
96/18	<p><u>Apologies for Absence (Item 1)</u></p> <p>Apologies were <b>NOTED</b> from Victor Andrews, who was attending a TPAS conference.</p> <p>The Chair advised that Walter McFarlane remained gravely ill and it was agreed that flowers and best wishes would be sent from his TRGL colleagues.</p> <p>John Graham, Chair of Prospect, was welcomed to the meeting, which he was observing as part of his induction programme.</p> <p>Darren Levy was also welcomed to his first meeting as interim Executive Director of Place.</p>	CMM
97/18	<p><u>Declarations of Interest (Item 2)</u></p> <p>As chair of Riverside Foundation, SJ <b>DECLARED</b> an interest in item 9.</p>	

Min Ref	Agenda Item	Action
	As candidates under consideration, Ingrid Fife, Tim Croston, Peter White and Max Steinberg <b>DECLARED</b> an interest in item 24. It was agreed that they would not take part in deliberations or discussions, and the Vice-chair would chair this item.	
98/18	<u>Chair's Matters including Reflections on Board Dinner Discussions (Item 3)</u>	
	It was <b>NOTED</b> that following significant changes in the cabinet, a new Housing Minister, Kit Malthouse, was now appointed, and work would commence to develop an effective relationship with him.	
	The substantive items of business on the agenda were highlighted as the end of year assurance reports and the financial statements.	
99/18	<u>Chair's Action (Item 4)</u>	
	The Chair advised that he had written to the Regulator regarding a confidential matter and proposed that this be discussed further under Any Other Business with only board members and the Company Secretary present.	
100/18	<u>Minutes of the Previous Meeting held on 10 May 2018 (Item 5a) – CONFIDENTIAL</u>	
	The minutes were <b>AGREED</b> as a true and accurate record, subject to a minor amendment to the reference to Riverside Customer Voice.	AMO
101/18	<u>Minutes of the Previous Meeting held on 15 May 2018 (Item 5b) – CONFIDENTIAL</u>	
	The minutes were <b>AGREED</b> as a true and accurate record.	
102/18	<u>Matters Arising from Previous Meetings (Item 6) – CONFIDENTIAL</u>	
	The status of matters arising from previous meetings was <b>NOTED</b> and it was <b>AGREED</b> to close the items identified as complete for the purposes of the report. The following additional updates were noted:	
	<b>Minute 74/18 – Mergers and Acquisitions Update</b>	
	Following a tender exercise, Campbell Tickell had been engaged to commence a search for suitable Merger and Acquisition partners.	
103/18	<u>Chief Executive's Report (Item 7) – CONFIDENTIAL</u>	
	The Board noted the Group Chief Executive's report and the following matters were highlighted for discussion:	
	<ul style="list-style-type: none"> <li>The Housing Green paper was due for circulation in the coming weeks. However, the Board noted that there may be some delay due to the government's focus on Brexit. As soon as it became available, it would be provided to the Board.</li> </ul>	CMM
	<ul style="list-style-type: none"> <li>First Priority Housing Association – it was noted that FPHA had requested a Company Voluntary Agreement, and TRGL remained in contact with the Regulator to offer appropriate assistance to protect customers.</li> </ul>	
	<ul style="list-style-type: none"> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> </ul>	

Min Ref	Agenda Item	Action
	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <ul style="list-style-type: none"> <li>[REDACTED]</li> </ul> <p>[REDACTED]</p> <ul style="list-style-type: none"> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> <li>[REDACTED]</li> </ul>	
	<ul style="list-style-type: none"> <li>Statistical Data Return – the Board was advised that the submitted return had been rejected by the Regulator due to a query on the ‘low cost’ data provided. Appropriate investigations were underway relating to a small number of properties and a response to the Regulator was planned for the following day.</li> <li>Staff Pay Award – following the toughest negotiations experienced in recent years, the revised two year deal staff pay offer had now been accepted by two thirds of Union members. The increase in salary of 5% was expected to have a favourable impact on recruitment and retention.</li> </ul>	
104/18	<p><u>Impact – Completion and Integration (Item 8) – <b>CONFIDENTIAL</b></u></p> <ul style="list-style-type: none"> <li>The Board <b>NOTED</b> an update on progress made to complete the merger with Impact Housing Association (“IHA”) following the Board’s decision in May to proceed. Actions taken and planned to achieve effective integration post-completion were also noted, and a number of decisions considered to support subsidiary governance from Day 1.</li> <li>The Board welcomed the news that only one lender consent was now outstanding (co-op) and was expected before the end of the following week.</li> </ul> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>	

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	<ul style="list-style-type: none"> <li>Tom Ferguson is appointed as Company Secretary of IHA, and Lisa Ford as Deputy Company Secretary, to carry out the responsibilities documented in section 1.4 of this report;</li> <li>the Registered Office of IHA will remain <b>Nook Street, Workington, Cumbria, CA14 4EH</b> and the statutory registers for the Association will remain at this address; and</li> <li>should the Impact Rules permit, the Company Secretary is authorised to approve on behalf of the Board any future change to the Registered Office of Impact Housing Association.</li> </ul>	
105/18	<p><u>Riverside Foundation Position Statement (item 9)</u></p> <p>Hugh Owen joined the meeting.</p> <ul style="list-style-type: none"> <li>The Board <b>NOTED</b> the current position of the Riverside Foundation, and its potential future strategy.</li> <li>SJ advised that TRGL had requested that Foundation continue to fund core projects beyond 2020, which would see the recent £900k donation utilised for this and the Ladders of Aspiration project.</li> <li>The charitable trust model for funding projects was queried and HO explained that this was a common approach in the sector and allowed for an additional layer of governance and accountability around charitable activity.</li> <li>It was agreed that the potential for donations from joint venture partners would be explored.</li> </ul>	HO
106/18	<p><u>Group Board Strategy Day 2018 (item 10)</u></p> <ul style="list-style-type: none"> <li>A number of key themes for the Group Board Strategy Day to be held on 13 September 2018, based on previous discussions and development in the sector were received and discussed.</li> <li>Following due and careful consideration, the Board <b>APPROVED</b> the key themes set out in the report, to be used as the basis for a more detailed agenda for the Group Board Strategy Day.</li> </ul>	
107/18	<p><u>Stakeholder Strategy Day 2018 (item 11)</u></p> <p>The Board <b>NOTED</b> an overview of the approach to this year's Stakeholder Strategy Day which would be themed "90 years: Looking back, moving forward" to mark Riverside's 90<sup>th</sup> anniversary.</p>	
108/18	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>	[REDACTED]

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109/18	<p><u>2017/18 Review of Internal Control Framework (item 13) - <b>CONFIDENTIAL</b></u></p> <p>Andy Gladwin joined the meeting.</p> <ul style="list-style-type: none"> <li>The Board considered the Statement of Internal Control (the Statement), recommended for approval by the Group Audit Committee which had reviewed it at its meeting in June 2018. The Statement provided executive assurance (supported by the work of the Internal Audit team) that the Internal Control Framework remained fit for purpose in managing Group risk and that there had been no weaknesses in internal controls which required disclosure in the Financial Statements. The auditor, KPMG, had also provided external assurance on the effectiveness of the Framework.</li> <li>There was substantial discussion of the risk ratings and assurances, with a number of areas challenged by the Board in terms of their importance and/or assurance. CMM advised that the Executive Team, with the Director or Risk and Internal Audit, would be carrying out an in-depth review of the risk and assurance documents in August, and would provide a revised risk map for discussion at the Board Strategy Day in September.</li> <li>The Board agreed that the report did not fully reflect the significant resources invested in the Control Framework and the resulting improvements achieved.</li> <li>The 'low' assurance rating for Safeguarding Reporting was queried, and JG assured the Board that all staff who worked directly with vulnerable people had completed the mandatory training, and all efforts were being made to achieve 100% completion for all staff by the forthcoming deadline date. He added that the systems in place had been robustly tested and proven effective.</li> <li>Following due and careful consideration, the Board <b>APPROVED</b> the internal control assurance report included in the Group Financial Statements.</li> <li>The Board <b>INSTRUCTED</b> the Executive to take account of its feedback when reviewing the risk and assurance documents, namely:</li> </ul>	<p>Exec</p> <p>Exec</p>

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110/18	<ul style="list-style-type: none"> <li>○ Review the Whistleblowing risk rating to reflect its importance in a post-Grenfell environment;</li> <li>○ Review the London Regeneration ‘moderate’ assurance ratings in light of external assurance mechanisms in place;</li> <li>○ Amend London Regeneration ‘oversight’ to London Development Committee and Investment Appraisal Committee (remove Neighbourhood Services Committee);</li> <li>○ Review likelihood rating for Cyber-crime/data leakage; and</li> <li>○ Develop an appropriately articulated risk relating to income management.</li> </ul> <p><u>Compliance with Governance and Financial Viability Standard (the “Standard”) Report 2017/18 (item 14)</u></p> <ul style="list-style-type: none"> <li>• The Board reviewed the report which set out the process applied to provide assurance of compliance against the Standard and the supporting evidence collated. This data was considered by the Group Audit Committee in June, which confirmed that it was content that the approach taken delivered sufficient assurance.</li> <li>• Having considered the conclusion of the Group Audit Committee from its meeting in June 2018, the Board resolved to <b>AGREE</b> that it will certify in the annual report and accounts that, as a registered provider, The Riverside Group Ltd complies with the Standard.</li> </ul>	
111/18	<p><u>Management Representation Letters (item 15)</u></p> <p>The Board reviewed the Management Representation letters for the Group and charitable trusts, which had been considered and approved by the Group Audit Committee at its meeting in June 2018.</p> <p>After due and careful consideration, and upon the recommendation of the Group Audit Committee, the Board resolved to <b>APPROVE</b> the draft management representation letters for the entities listed below, and <b>AUTHORISE</b> the Chair or the Chief Financial Officer to sign for and on behalf of the Board.</p> <ol style="list-style-type: none"> <li>1. The Riverside Group Limited</li> <li>2. The St Michaels Housing Trust</li> <li>3. Donald Bates Charity</li> <li>4. Eleanor Godfrey Crittall Charity</li> <li>5. Eventide Homes Trust</li> </ol>	
112/18	<p><u>Financial Statements for the year ended 31 March 2018 (item 16) - <b>CONFIDENTIAL</b></u></p> <p>The Board reviewed the Group’s financial statements (“the Statements”) for 31 March 2018, which had been previously reviewed and approved by the Group Audit Committee at its meeting in June 2018, and <b>NOTED</b> that:</p> <ul style="list-style-type: none"> <li>• The Group has had another year of sound financial performance, with the Operating Surplus maintained despite a reduction in Turnover, resulting in an improvement in margin.</li> <li>• The continued strength of the Balance Sheet and improving margin offer a good basis for continued investment to support growth and transformation, and offer mitigation against the increased risk that the growth plan will present.</li> </ul> <p>AG explained that the Statements would normally be in a final version when submitted to the Board. However, there had been a significant increase in Auditor testing from previous years and additional information had been requested. This had led to a number of outstanding matters</p>	



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	<p>which would require adjustment to the Statements when completed in the coming weeks. AG described each point and its potential impact on the Statements, which were noted.</p> <p>Financial Statements for Riverside’s charitable trusts for the year ended 31 March 2018 were also reviewed.</p> <p>After due and careful consideration, and upon the recommendation of the Group Audit Committee, the Board <b>APPROVED</b> the following resolutions with respect to:</p> <ol style="list-style-type: none"> <li>1. The Riverside Group Limited</li> <li>2. The St Michael’s housing Trust</li> <li>3. Donald Bates Charity</li> <li>4. Eleanor Godfrey Crittall Charity</li> <li>5. Eventide Homes Trust</li> </ol> <p>That:</p> <ul style="list-style-type: none"> <li>• the Financial Statements for the year ending 31 March 2018 are a true and fair view of the state of the Group’s/charity’s affairs;</li> <li>• a director and the Company Secretary will sign the Directors’/Trustees’ Report, the Strategic Report and the Statement of Financial Position as required and as appropriate; and</li> <li>• the Chief Executive Officer and the Chief Financial Officer are authorised to make appropriate adjustments to the financial statements upon completion of work reported as outstanding. Any further material adjustment will be reported to the Board for approval.</li> </ul> <p>The Auditor’s report submitted by KPMG LLP, Chartered Accountants, the statutory auditors of the Financial Statements for the year ended 31 March 2018, was also <b>NOTED</b>.</p>	
113/18	<p><u>Integrated Strategic Performance Report (item 17)</u></p> <ul style="list-style-type: none"> <li>• The Integrated Strategic Performance Report for Period 2 was reviewed and the following matters raised for discussion:</li> <li>• The key changes to KPI measures for 2018/19 were <b>NOTED</b>.</li> <li>• The Board discussed those key operational areas not performing to target, including the forecasted underperformance of profit margin on sales. The number of overdue Health &amp; Safety actions was challenged. IG advised that the large majority of these related to Legionella and were a result of the move to a new risk assessment regime and would be closed in the coming weeks. PW assured the Board that the Neighbourhood Services Committee was closely monitoring the situation and had requested a report be submitted to its next meeting if the actions were not completed within the agreed timescale.</li> </ul>	
114/18	<p><u>Income Collection Performance Improvement Plan – Social Housing (item 18) - <b>CONFIDENTIAL</b></u></p> <ul style="list-style-type: none"> <li>• The Board <b>NOTED</b> the report setting out the key issues which have impacted on Income Collection performance in the period and the actions being taken to drive improvements.</li> <li>• While the Board expressed its disappointment at the decline in performance, it acknowledged the influence of the new service delivery model and housing management system. Assurance was taken from the engagement of an interim Executive Director of Place who would apply an objective view of the issues, and also by the robust scrutiny applied by the Neighbourhood Services Committee. The additional challenges anticipated with the roll out of Universal Credit</li> </ul>	

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	<p>were agreed as an exacerbating factor, further necessitating the need for a robust and effectively delivered Improvement Plan.</p> <ul style="list-style-type: none"> <li>Following due and careful consideration, the Board <b>AGREED</b> that Income Collection was a high priority risk for the Group and would be discussed further at the Board Strategy Day in September, with an update report provided in October. The Neighbourhood Services Committee would continue to closely monitor performance and the effectiveness of the Improvement Plan.</li> </ul>	DL
115/18	<p><u>Annual Customer Service and STAR Report (item 19)</u></p> <p>Anna Bishop joined the meeting.</p> <p>A report on Customer Service performance and satisfaction in the year was received and <b>NOTED</b>.</p> <ul style="list-style-type: none"> <li>The decrease in 'end of process satisfaction' in Care &amp; Support was queried, and JG set out the actions which had been taken in response, noting that the KPI was now rated green.</li> <li>The Board questioned the impact of the Transformation Programme and were advised that call volumes had increased initially, but had now reduced to a level that was in line with expectations. There were, however, some additional events which could have impacted on the volumes, including extreme weather conditions during the winter months.</li> <li>The consensus view of performance based on the information provided was that progress had been achieved and the new approaches and processes introduced would continue to deliver improvement as they bedded in.</li> </ul>	
116/18	<p><u>Quarterly Treasury Report (item 20)</u></p> <p>The Board <b>NOTED</b> the quarterly treasury report. CAM advised that negotiations were ongoing with Newcastle to agree breakage costs and that an update would be provided to the next meeting. The next treasury update provided would show the impact of the TRGL/Impact Housing Association merger.</p>	CAM
117/18	<p><u>Annual Care and Support Summary (item 28) - <b>CONFIDENTIAL</b></u></p> <ul style="list-style-type: none"> <li>An overview of the activities, challenges and achievements of the Care and Support business during the year ending March 2018 was reviewed and <b>NOTED</b>.</li> <li>PD highlighted the significant achievements in the contract and tendering function, and the Board agreed that the Care &amp; Support business should be congratulated on notable performance in a challenging environment.</li> <li>SJ queried how the improving C&amp;S margin might impact on the overall group margin position, and CAM explained that it was the performance of commercial subsidiaries which was currently the greatest risk to achieving target.</li> </ul>	
118/18	<p><u>Risk Update (Item 21)</u></p> <p>The Board <b>NOTED</b> the risk register, and as advised under item 13, the executive team working with the Director of Risk and Internal Audit, would undertake a comprehensive review of the risk map and submit a revised document to the September Strategy Day.</p>	

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119/18	<p><u>Asset and Liability Register – Contents and Changes Report (Item 22)</u></p> <ul style="list-style-type: none"> <li>The Board <b>NOTED</b> the update on contents and changes, and that at the time of submission, there were no tasks showing as outstanding on the register.</li> <li>CAM reported that the only material contingent liability was £900k to settle the ongoing Wates litigation, and this would be resolved once Aviva’s approval to enter into the required agreements was received. Lender consent was expected by the end of July.</li> </ul>	
120/18	<p><u>Annual Assessment of TRGL Governance (item 23)</u></p> <p>Having reviewed the compliance information presented, and having given the recommendation of the Governance and Remuneration Committee due and careful consideration, the Board resolved to <b>AGREE</b> that Group governance arrangements remain satisfactory and compliant with the NHF’s 2015 Code of Governance.</p>	
121/18	<p><u>Review of Skills, Knowledge and Experience of TRGL Board and Election of Board Members at AGM 2018 (item 24)</u></p> <p>Having given the recommendation of the Governance and Remuneration Committee due and careful consideration, the Board resolved to <b>RECOMMEND</b> to the Shareholders at the Annual General Meeting on 13 September 2018, that Max Steinberg, Tim Croston, Ingrid Fife and Peter White be elected/re-elected.</p>	
122/18	<p><u>Modern Slavery Statement 2017/18 (item 25)</u></p> <p>Having reviewed the Statement, containing minor amendments to reflect operational changes, the Board resolved to <b>APPROVE</b> the Modern Slavery Statement 2017/18 and <b>AUTHORISE</b> the Chief Executive to sign and publish the statement of behalf of the Board.</p>	
123/18	<p><u>Board and Committee Report (item 26)</u></p> <ul style="list-style-type: none"> <li>The Board received and <b>NOTED</b> the report setting out committee and subsidiary board activity in the reporting period, and welcomed the new streamlined reporting format.</li> <li>PW reported that the Neighbourhood Services Committee had requested that the Customer Involvement Strategy be amended to include more formal arrangements with respect to assurance committees.</li> </ul>	
124/18	<p><u>Proposed Dates for Board and Committee Meetings in 2019/20 (item 27)</u></p> <p>The Board considered and <b>APPROVED</b> the proposed meeting dates for the period April 2019 to March 2020. AMO undertook to review the Group Board meeting date of 5 December 2019 as this did not fit with the agreed schedule.</p>	AMO
125/18	<p><u>Any Other Business</u></p> <ul style="list-style-type: none"> <li>ST alerted members and attendees to the forthcoming DIY SOS Big Build North Shields should anyone wish to be involved.</li> <li>There being no further business, the Chair asked the Board Members and Director of Governance and Legal only to remain for an additional item which is the subject of a separate confidential minute.</li> </ul>	

Min Ref	Agenda Item	Action
126/18	<u>Date of Next Meeting</u>  3.00pm, 10 October 2018, Crowne Plaza Liverpool Waterfront, 2 St Nicholas Place, Liverpool, L3 1QW.	

**Signed:**.....  
**Max Steinberg, TRGL Board Chair**

**Date:**.....