



CONFIDENTIAL MEETING MINUTES

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

Date and Time: 12 noon, Thursday 11 July 2019

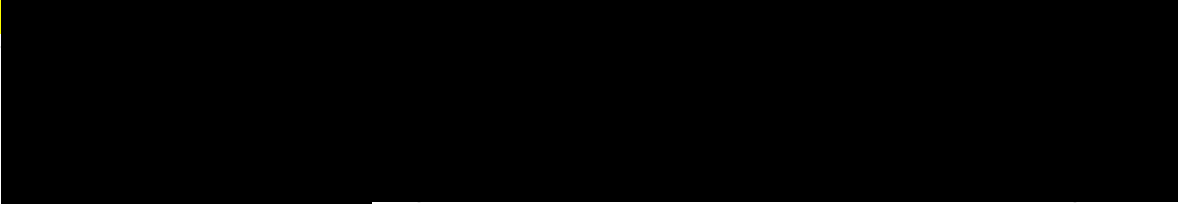

Location: Hope Street Hotel, 40 Hope St, Liverpool L1 9DA

- Present:**
- Max Steinberg – Chair
 - Pauline Davis (PD) – Vice Chair
 - Tim Croston (TC) – Board Member
 - Jonathan Dale (JD) – Board Member
 - Michelle Dovey (MD) – Board Member
 - Ingrid Fife (IF) – Board Member
 - Sally Trueman (ST) – Board Member
 - Peter White (PW) – Board Member
 - Carol Matthews (CMM) – Co-opted Board Member

- In Attendance:**
- David Otty (DO) – Tenant Observer
 - John Glenton (JG) – Executive Director of Care & Support Services
 - Ian Gregg (IG) – Executive Director of Asset Services
 - Cris McGuinness (CAM) – Chief Financial Officer
 - Patrick New (PN) – Executive Director of Customer Service
 - Anne-Marie Owens (AMO) – Governance Manager (Secretary)
 - Sara Shanab (SS) – Director of Governance and General Counsel

- Apologies:**
- None

Min:	Agenda Item	Action
82/19	<u>Welcome and Apologies for Absence (Item 1.1)</u> <ul style="list-style-type: none">• The Chair welcomed members and attendees to the meeting and reported that there were no apologies for absence.	
83/19	<u>Declarations of Interest (Item 1.2)</u> <ul style="list-style-type: none">• Michelle Dovey and Pauline Davis declared an interest in item 4.6, Review of Skills, Knowledge and Experience of TRGL Board and Election of Board Members.	
84/19	<u>Chair’s Matters (Item 1.3)</u> <ul style="list-style-type: none">• The Chair’s matters were NOTED.• The board received further reassurance around the mitigation of risk in data transfer which had been requested at its May meeting following consideration of a data breach in the Riverside Pension Scheme. The board NOTED the report.	
85/19	<u>Chair’s Actions and Written Resolution (Item 1.4)</u>	

Min:	Agenda Item	Action
	<ul style="list-style-type: none"> The Board NOTED the decisions taken since the previous board meeting under delegated authority to the Chair (Chair's Action) or via written resolution of the Board or under other delegated authority. These were: Chair's Action On 17 June 2019, the Group Board Chair RESOLVED that he had received and noted the Compliance Audit Report 2018/19 from Homes England ("HE") with a final grade of Green meaning Riverside met all requirements. The Board noted the report provided as an appendix and that Riverside had advised HE that they were using an incorrect legal title. Written Resolution On 1 July 2019, the Board RESOLVED to APPROVE the appointment of Legal & General (L&G) as the DC Pension Provider for The Riverside Group Ltd from 1 October 2019. 	
86/19	<p><u>Minutes of Previous Meetings: (Items 1.5) CONFIDENTIAL</u></p> <ul style="list-style-type: none"> 9 May 2019 24 May 2019 <ul style="list-style-type: none"> The minutes were APPROVED as a true and accurate record of the meetings held subject to the removal of D Otty as an attendee at the meeting held on 24 May. The Chair thanked PD for chairing the meeting on 24 May 2019 and asked that she and the CEO share their thoughts on the Dumfries and Galloway Housing Partnership ("DCHP") bid. The Board extended its thanks to colleagues who had done excellent work in preparing and delivering what was a strong bid. PD reported that the Group Chair recruitment process was progressing well and with significant interest generated by the recruitment pack. Long listing was underway and the application window would close at the end of July followed by short listing and final interviews. 	
87/19	<p><u>Matters Arising from Previous Meetings (Item 1.6) CONFIDENTIAL</u></p> <ul style="list-style-type: none"> The status of matters arising from previous meetings was NOTED and it was AGREED to close the items identified as complete for the purposes of the report. 	
88/19	<p><u>Chief Executive's Report (Item 2.1) CONFIDENTIAL</u></p> <ul style="list-style-type: none"> The Board received and NOTED the Group Chief Executive's report and the following matters were highlighted for discussion: 	

[Redacted]

- The Board queried if the legislative reform of the building safety regulatory system would impact on the London regeneration programme. It was noted that any recommendations arising could be relatively easily applied to new builds where required however there may be challenges should care and support buildings come within scope. The outcome of the consultation would be closely monitored to determine the impact on Riverside's current stock.

[Redacted]

89/19

[Redacted]

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Min:	Agenda Item	Action
	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]
90/19	<p><u>Growth Strategy (Item 2.3)</u> CONFIDENTIAL</p> <ul style="list-style-type: none"> The Board NOTED a report proposing changes to the current growth strategy approved in July 2017 which set out the local authorities where Riverside would seek to develop and acquire new properties. The following matters were raised for discussion: The proposal was noted, to include four additional local authorities for general needs growth in the North region and up to four additional local authorities within Cumbria and Lancashire where Impact Housing Association currently operated. The changes to the strategy would help to meet the Group's objective of stepping up supply in the right locations as well as ensuring that management and maintenance services remain efficient and that the Group's footprint was limited. The Board asked how the proposal supported Riverside's strategy to reduce the local authorities in which it operated. It was assured that this remained a corporate aim, however as the strategy matured it became clearer where growth was required to link existing areas of operation and where improvements to Riverside's margin could be achieved. The strategy would be further reviewed as part of the Corporate Planning process. After due and careful consideration, the Board RESOLVED to APPROVE the proposal to amend the growth strategy as set out in the report. 	
91/19	<p><u>Customer Plan (Item 2.4)</u></p> <ul style="list-style-type: none"> The Customer Plan (the "Plan") was received and reviewed by the Board. The following matters were discussed. The Board expressed its full support for the Plan however queried if targets were deliverable within the stated timeframes particularly for large pieces of work such as culture change. It proposed that further work was undertaken to prioritise actions and coordinate resources and staff focus. PN noted that the plan would be subject to further consultation with customers to ensure the final version was driven by customer views. The Board agreed that customers should drive the plan design. PW and IF noted that their respective committees had seen the Plan and were fully supportive of its important role in Riverside's drive to strengthen its customer focus. It was agreed that Riverside should continue to engage with sector colleagues who had experience of going through a similar journey and might be able to share lessons learned. 	
92/19	<p><u>Transformation Programme Update – Wave 3 (Item 2.5)</u></p> <ul style="list-style-type: none"> The Board NOTED the update on progress of the delivery of Wave 2 of the Group Target Operating Model ("TOM") and Transformation Programme and the scope and progress to date of Wave 3 – the final phase of the Group TOM and Transformation Programme. There were no material matters raised for discussion. 	
93/19	<p><u>Payroll Update - HMRC (item 2.6)</u> CONFIDENTIAL</p>	

[Redacted]

[Redacted]

94/19

Lambeth Update (item 2.7)

- The Board **NOTED** an update report on the successful ballot at Lambeth and the outcome of negotiations with Bellway. It further noted that all key commercial issues had been resolved to the satisfaction of both parties and considered proposals to establish and capitalise the investment vehicle for the Joint Venture.

[Redacted]

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[Redacted]

[Redacted]

[Redacted]

SS/
CAM

95/19

3.1a – Integrated Strategic Performance Report & 3.1b – Finance Update (item 3.1)

- The Integrated Strategic Performance Report for May (Period two) was **NOTED** and the following matters raised for discussion:
- The Board remained concerned with the number of overdue Health and Safety actions and the risk this presented to the Group and its customers. IG described the plans in place to complete the outstanding actions and assured the Board that improvement was being

Min:	Agenda Item	Action
	<p>achieved with the number of completed actions increasing each month. He noted that a detailed report had been provided to Group Audit Committee in June and a monthly report on progress made would be shared over the coming months with the Neighbourhood Services Committee. It was agreed that this report would also be shared with Riverside Care & Support Committee.</p> <ul style="list-style-type: none"> • PW assured the Board that the Neighbourhood Services Committee were applying particularly scrutiny to performance in Compliance, Customers and Income. He noted that the Executive Team had been challenged to provide timeframes for improved performance in the area of Customers and good work was being seen in improving income collection. While the committee understood the causes for the number of outstanding H&S actions and was content that appropriate action was being taken to address the issues, it continued to monitor the position very closely. • The Board reviewed and noted the financial performance summary for May (Period two). CAM advised that reporting from Period 3 onwards would include trend lines and abortive costs. The Board asked that variances be expressed as a percentage also in future reports to better draw attention to those areas for focus. 	<p>IG</p> <p>CAM</p>
96/19	<p><u>Care and Support Annual Summary (item 3.2)</u> CONFIDENTIAL</p> <ul style="list-style-type: none"> • The Board NOTED the overview of Care and Support activities for 2018/19 and progress made regarding our performance, financial targets and business growth together with an update of current major projects. The following matters were raised for discussion. • The Board was pleased to note that the service has experience a good year with contract values increasing for the second year in a row and all Care Quality Commission (CQC) schemes continuing to be rated as good. While there was disappointment that five of the ten top key performance indicators were outside of target at year-end it was noted that improving performance was being seen. • The Board noted that Care& Support had won the largest single contract awarded to date in Hackney worth £10.5 million over five years. Members particularly welcomed the application of lessons learnt from the Hull PFI extra care schemes, in designing the contract management and delivery framework for the Hackney Scheme and ensuring robust mitigation of risk. • The Board extended its congratulations to the Business Development Team for its achievements in the year and thanks for all Care & Support leaders and staff. 	<p>JG</p>
97/19	<p><u>Health, Safety & Environment Annual Report 2018/19 (Item 3.3)</u></p> <ul style="list-style-type: none"> • The annual update on Health and Safety activity across the Riverside Group, and summary of Health and Safety performance for 2018/19 was NOTED. The following matters were raised for discussion: • The Board expressed its concern with the level of physical and verbal assaults on staff reported and noted the actions being taken to mitigate this risk. It was further noted that the majority of incidents occurred within Care & Support and significant work was being carried out to ensure staff had the necessary tools and training to manage challenging situations effectively and minimise the risk of incident. 	

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98/19	<p><u>NROSH & Quarterly Disposals Notification Submissions Report (Item 3.4)</u></p> <ul style="list-style-type: none"> The Board NOTED the Quarter 4 disposal notification to the Regulator on 23/04/2019. It further noted the full year activity of 177 Disposals of which 122 were empty homes. The Board welcomed the significant reduction in disposal activity within LCR as part of an alternative strategy following significant negative feedback from other partners about the scale of previous year's disposals and the use of Auction as a disposal method. 	
99/19	<p><u>Lovell Plus Divestment (item 4.1)</u></p> <ul style="list-style-type: none"> Having considered the proposal and being content that the action supported Riverside's group structure rationalisation, the Board RESOLVED to APPROVE the transfer of 1 ordinary share of £1 to Lovell Partnership Limited for nil consideration and AUTHORISE the completion of all administrative matters to effect the transfer. 	
100/19	<p><u>Board Member Remuneration Review 2019 (item 4.2) CONFIDENTIAL</u></p> <ul style="list-style-type: none"> The Board RECEIVED and CONSIDERED the recommendations from the Governance and Remuneration ("GRC") for changes to the levels of remuneration for Non-Executive Members following an independent review carried out by Altair. Having carefully considered the reports provided by Altair and the recommendations of GRC, the Board RESOLVED to APPROVE: <ul style="list-style-type: none"> Remuneration levels for Board and Committee members as set out in Appendix 2, Section 2 of Altair's Supplementary Report ; that any changes in remuneration are with effect from the date of the Group AGM being 11 September 2019; and that levels of remuneration are reviewed every 3 years and the fee framework reviewed every 5 years. The Board discussed its role in approving non-executive remuneration across the Group. It noted that the arrangements in place in which the GRC oversaw pay reviews based on independent advice and benchmarking before making recommendations to the Board was compliant with the provisions of the NHF Code of Governance 2015. The Board asked that as part of the review of the Governance Framework, responsibility to approve changes to non-executive remuneration be reviewed to identify if there was opportunity to strengthen independence and objectivity in the decision making process by delegating this responsibility fully to GRC. 	SS
101/19	<p><u>Proposed Dates for Board/Committee meetings 2020/21 (item 4.3)</u></p> <ul style="list-style-type: none"> The Board REVIEWED and NOTED the schedule for the Group Board, Committees and Executive meetings for the following financial year ahead. A number of amendments were identified as required and AMO undertook to carry out further work on the schedule and recirculate to Board Members for approval. 	AMO
102/19	<p><u>Annual Assessment of Riverside Governance (item 4.4)</u></p> <ul style="list-style-type: none"> Having reviewed the compliance information presented, and given the recommendation of the Governance and Remuneration Committee due and careful consideration, the Board RESOLVED to AGREE that Group governance arrangements remain satisfactory and compliant with the NHF's 2015 Code of Governance. 	

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103/19	<p><u>Modern Slavery Act Statement (the “Statement”) (Item 4.5)</u></p> <ul style="list-style-type: none"> Having reviewed the Statement, containing minor amendments to reflect operational changes, the Board RESOLVED to APPROVE the Modern Slavery Statement 2018/19 and AUTHORISE the Chief Executive to sign and publish the statement of behalf of the Board. 	
104/19	<p><u>Review of Skills, Knowledge and Experience of TRGL Board and Election of Board Members (item 4.6)</u></p> <ul style="list-style-type: none"> The Board NOTED the opinion of the Governance and Remuneration Committee (GRC), following a review of Board skills, knowledge and experience, that there were no material skill gaps on the Board however areas for enhancement were identified and would inform future training and recruitment. Following due and careful consideration, the Board RESOLVED to RECOMMEND to the Shareholders that Michelle Dovey and Pauline Davis be elected/re-elected at the TRGL Annual General Meeting on 11 September. 	
105/19	<p><u>Treasury Operational Update (item 4.7)</u></p> <ul style="list-style-type: none"> The Board RECEIVED and NOTED the report which set out proposals to: <ul style="list-style-type: none"> Update the list of authorised signatories for bank mandates relating to accounts with Natwest, Barclays and Santander to reflect changes in Executive Team and other personnel; Delegate authority to the Group Treasury Committee to approve any further changes to bank mandates arising from a review exercise to be carried out by the Treasury Team; Delegate authority to the Group Treasury Committee to consider and if appropriate approve an extension to TRGL’s available and currently unused overdraft with Natwest from £7m to £10m; Charge additional properties to the Orchardbrook Loan Facility; The Board asked that the CFO, Company Secretary, Director of Risk and Internal Audit and Group Treasury Committee Chair jointly consider if an audit exercise was required on the work carried out previously with respect to managing bank mandates or if the subsequent work of the Treasury Team (and work planned) gave sufficient assurance. Following due and careful consideration, and on the basis that the actions supported efficient treasury management, the Board RESOLVED TO: <ul style="list-style-type: none"> APPROVE the format of the Specimen Signature Certificate attached to the paper; APPROVE that all roles listed in the attached Specimen Signature Certificate, being: <ul style="list-style-type: none"> Group Chief Executive (Carol Matthews) Group Chief Financial Officer (Cris McGuinness) Director of Governance and General Counsel (Sara Shanab) Executive Director, Asset Services (Ian Gregg) Executive Director, Customer Service (Patrick New) Executive Director, Care & Support Services (John Glenton); and Finance Director (Business Partnering and Analysis) (Carl Walsh) 	<p>CAM/ SS/SG/ MD</p>

are hereby appointed as Authorised Signatories for the purposes of all bank mandates (being 'A' signatories where such distinctions are made) with immediate effect, including but not limited to all accounts held or administrated by The Riverside Group Limited (including those covered by the Global Mandate) with National Westminster Bank Plc and all of its associated group companies; all accounts held or administrated by The Riverside Group Limited with Barclays Bank Plc and all of its associated group companies; and all accounts held or administrated by The Riverside Group Limited with Santander UK Plc and all of its associated group companies;

- **APPROVE** that all persons appointed Authorised Signatories for the purposes of all bank mandates are also appointed as Authorised Signatories for the purposes of all ISDAs and other derivative contract related documents where authorised signatories are required;
- **APPROVE** that all persons appointed Authorised Signatories for the purposes of all bank mandates are also appointed as Authorised Signatories (however so defined in each loan agreement, including but not limited to Principal Officers) for all loan agreements where The Riverside Group Limited is either Borrower or Lender;
- **DELEGATE** authority to the Group Treasury Team to arrange execution of the attached Specimen Signature Certificate following approval and to deliver it to all relevant bank and loan relationship managers for the purposes of updating their records accordingly. Further, to delegate permission to members of the Group Treasury Team (Emma Turner, David Reid and Alison Featonby in the first instance) to become administrators for the Santander bank accounts and to work with the Authorised Signatories to arrange for the execution of all documents required to achieve this;
- **DELEGATE** authority to the Group Treasury Committee to review and approve (if found acceptable) recommendations made by the Group Treasury team for the updating of bank mandates with each key relationship bank, namely Natwest, Barclays and Santander. Subject to approval by the Group Treasury Committee, **TO APPROVE** any two or three Authorised Signatories (as required) to execute all documents required to give effect to the change in mandates;
- **DELEGATE** authority to the Group Treasury Committee to review and approve (if found acceptable) recommendations made by the Group Treasury Team to extend the existing Natwest overdraft facility for TRGL from £7m to £10m. Subject to approval by the Group Treasury Committee, **TO APPROVE** any two or three Authorised Signatories (as required) to execute all documents required to give effect to the increase; and
- **APPROVE** the charging exercise required with regards to the Orchardbrook ECHG loan, and in particular:
 - **APPROVE** the contents of the draft minutes attached as Appendix Two to the paper after due and careful consideration of the contents therein;
 - **APPROVE** the creation by TRGL of security by way of legal charges pursuant to and in connection with the Orchardbrook (ECHG) loan agreement;
 - **APPROVE** where necessary the substitution of properties already in charge to Orchardbrook;
 - **APPROVE** that any persons performing in the roles as noted in the specimen signature certificate as attached at Appendix One of this paper be authorised to negotiate and the terms of any documentation required in connection with the Charging under the Orchardbrook Agreement and any other letter, deed or document relating thereto with such amendments as such person shall (in their absolute discretion) deem necessary or appropriate. The same persons are also

Min:	Agenda Item	Action
	<p>authorised to execute the final form documents, including any documents that are required to be executed under seal; and</p> <ul style="list-style-type: none"> - DELEGATE to the Group Treasury team the authority to identify suitable properties for charge and to work with legal advisors as required to complete any due diligence required by the lender ahead of the legal charges being created. 	
106/19	<p><u>Committees and Subsidiary Boards Update (Item 4.8)</u></p> <ul style="list-style-type: none"> • The Board received and NOTED the report setting out committee and subsidiary board activity in the reporting period. There were no material matters raised for discussion. 	
107/19	<p><u>Risk Register (Item 4.9)</u></p> <ul style="list-style-type: none"> • The updated risk register which had been reviewed by the Group Audit Committee at its meeting in June, was NOTED by the Board. There were no material matters raised for discussion. 	
108/19	<p><u>Asset and Liability Register (Item 4.9)</u></p> <ul style="list-style-type: none"> • The Board considered the statements provided confirming that the Asset and Liability Register (the “Register”) complied with the Regulator’s Governance and Financial Viability Standard. Having noted the opinion of the Group Audit Committee which had considered the matter at its meeting in June, the Board RESOLVED to AGREE that the Register complied with the Regulator’s requirements. 	
109/19	<p><u>2018/19 Review of Internal Control Framework (Item 5.1)</u></p> <ul style="list-style-type: none"> • 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 2019. • Following due and careful consideration, the Board concurred that the report was fair and honest and provided a clear focus for areas for further development particularly customer service. On this basis, it RESOLVED to APPROVE the internal control assurance report included in the draft Group financial statements. 	
110/19	<p><u>Compliance with Governance and Financial Viability Standard (the Standard) Report 2018/19 (Item 5.2)</u></p> <ul style="list-style-type: none"> • 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 of compliance. • Having considered the conclusion of the Group Audit Committee from its meeting in June 2019 and the evidence provided, the Board RESOLVED to AGREE that it will certify in the annual report and accounts that, as a registered provider, The Riverside Group Ltd complies with the Governance and Financial Viability Standard. 	
111/19	<p><u>Financial Statements for year ended 31 March 2019 and key issues for consideration with respect to: (Item 5.3)</u></p> <ul style="list-style-type: none"> • The Board reviewed the Group’s Financial statements (“the Statements”) for 31 March 2019, which had been previously reviewed and approved by the Group Audit Committee at its meeting in June 2019, and NOTED: 	

Min:	Agenda Item	Action
	<ul style="list-style-type: none"> ○ That KPMG expected to issue an unmodified audit opinion subject to concluding their audit work in a small number of areas; ○ The outcome of the assessment of the going concern basis and the position of Impact Housing Association which was reliant on The Riverside Group Limited to support them as their principle funder but also in the event of Barclays' withdrawing their support; ○ The Change in accounting for the Social Housing Pension Scheme and ○ The post-balance sheet event as set out in the report; <ul style="list-style-type: none"> ● The Board asked that the photographs utilised in the document be reviewed to ensure that they reflected Riverside's diverse customer base. The Chair also noted that he would be reviewing his introduction before publication. <ul style="list-style-type: none"> ● After due and careful consideration, and upon the recommendation of the Group Audit Committee the Board RESOLVED to: <ul style="list-style-type: none"> ● Approve the proposed letter of parental support for Impact Housing Association; and ● Approve the going concern basis as the appropriate basis for the preparation of the Group's 2018/19 financial statements. ● Furthermore, with respect to: <ul style="list-style-type: none"> (a) TRGL (b) St. Michael's Housing Trust (c) Donald Bates Charity (d) Eleanor Godfrey Crittal Charity (e) Eventide Homes Trust ● the Board RESOLVED: <ul style="list-style-type: none"> ○ That the Financial Statements for the year ending 31 March 2019 are approved; ○ To instruct a Director and the Company Secretary to sign the Directors'/Trustees' Report, the Strategic Report and the Statement of Financial Position as required and as appropriate; ○ To note the Auditor's report submitted by KPMG LLP, Chartered Accountants, the statutory auditors of the Financial Statements for the year ended 31 March 2019; ○ In the event that KPMG require any further amendments to the financial statements, to authorise the CEO and CFO to approve those changes. In the event that the changes materially alter the view of the state of the Group's affairs as presented here, Board approval will be sought. 	CAM
112/19	<p><u>Management Representation Letters 2019 (item 5.4)</u></p> <ul style="list-style-type: none"> ● 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 2019. ● After due and careful consideration, and upon the recommendation of the Group Audit Committee, the Board resolved to APPROVE the draft management representation letters for the entities listed below, and AUTHORISE a Director or the Chief Financial Officer to sign for and on behalf of the Board. <ul style="list-style-type: none"> (a) The Riverside Group Limited (b) The St Michaels Housing Trust 	

Min:	Agenda Item	Action
113/19	<p>(c) Donald Bates Charity (d) Eleanor Godfrey Crittall Charity (e) Eventide Homes Trust</p> <p><u>Any other Business (Item 6.0)</u></p> <p><u>Appointment of Group Company Secretary</u></p> <ul style="list-style-type: none"> After due and careful consideration, the Board RESOLVED that Sara Shanab, Director of Governance and General Counsel, be, and is hereby appointed, as Company Secretary or Charity Contact of the following entities, as appropriate, with effect from the date of this meeting, being 11 July 2019: <ul style="list-style-type: none"> (a) The Riverside Group Limited (b) Impact Housing Association Limited (c) Donald Bates Charity (d) Eleanor Godfrey Crittall Charity (e) Eventide Homes Trust (f) The St Michael's Housing Trust (g) Riverside Foundation (h) Riverside Estuary Limited (i) Riverside Finance plc. There being no further business, the meeting was closed. 	
114/19	<p><u>Date of next Meeting</u></p> <ul style="list-style-type: none"> It was noted that the Annual General Meeting of the Riverside Group Limited would take place on 11 September 2019. The Chair asked AMO to confirm with Board Members the minimum attendance required to achieve a quorum. The date of next meeting was NOTED as 9am, 11 October 2019, The Pullman Hotel, Kings Dock, Liverpool, L3 4FP 	AMO