



MEETING MINUTES

Board/committee: Riverside Foundation ('the Charity' or 'the Foundation'), Registered Charity No. 513727

Date and time: 11AM, 22/10/2019

Location: The Lauries, 142 Claughton Road, Birkenhead, Wirral, CH41 6EY

Present:

- Michelle Dovey (MD) – Chair
- Mark Cullinan (MC) – Trustee
- Linda Wright (LW) – Trustee

**In attendance:
(The Riverside
Group Limited
(TRGL)):**

- Sallie Bridgen (SB) – Dedicated Riverside Foundation Resource
- Hugh Owen (HO) – Director of Strategy and Public Affairs
- Connie Hunter (CH) – Governance Officer
- Lisa Worrall (LWo) – Financial Accounting Team Leader
- Emma Turner (ET) – Head of Treasury and Corporate Finance
- Habiba Rasul (HR) – Senior Internal Auditor
- Julie Furlong (JF) – Corporate Audit Assistant

Apologies:

- Jacky Vince (JV) – Trustee
- Kate Henderson (KH) – Head of Strategy and Planning

Min Ref:	Agenda Item	Action
845/19	<p><u>Apologies for Absence (Item 1.1) (VER.)</u></p> <p>Apologies were received from Jacky Vince and Kate Henderson.</p>	
846/19	<p><u>Declarations of Interest (Item 1.2) (VER.)</u></p> <p>The Chair declared an interest as a Group Board member. MC declared an interest as the Chair of Impact Housing Association Limited.</p>	
847/19	<p><u>Minutes of the Previous Meeting ('Meeting Minutes') – 16/07/19 (Item 1.3)</u></p> <p>The minutes of the previous meeting on 16 July 2019 were APPROVED as an accurate record and signed, subject to the following amendments:</p> <ul style="list-style-type: none"> ▪ 840/19 – add sentence to second bullet point “The paper did not provide sufficient information for the Board to make an informed decision”. ▪ 836/19 – add sentence “The Board would continue to be mindful of potential candidates”. <p>CH agreed to re-circulate the information regarding modules on learning zone.</p>	<p>CH</p> <p>CH</p>

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848/19	<p><u>Matters Arising (Item 1.4)</u></p> <p>The status of all matters arising from the previous meeting were REVIEWED and it was agreed to close the items identified as complete for the purposes of the report. The following additional updates were provided:</p> <p>834/19 – Small Bids Priorities (Riverside Foundation Programme of Work) The Board agreed to make no changes and retain the 3 existing criteria:</p> <ul style="list-style-type: none"> ▪ Employment and opportunities: <i>Supporting people to fulfil their potential by supporting their academic and professional goals through support, training and volunteering opportunities.</i> ▪ Neighbourhood and environment: <i>Ensuring Riverside communities remain sustainable, inclusive and safe places for people to live, work and play, and which inspire a sense of neighbourhood pride and togetherness.</i> ▪ Supporting vulnerable people: <i>Giving the most vulnerable people in Riverside communities and schemes the opportunity to improve their health, wellbeing and inclusion, and to maintain a safe and stable home.</i> <p>This could be marked as complete and closed.</p>	CH
849/19	<p><u>Riverside Foundation Programme of Work 2019 (Item 1.5)</u></p> <p>The Board NOTED the programme of work and the following reports had been postponed to the next meeting on 16 January 2020:</p> <ul style="list-style-type: none"> ▪ The business plan. ▪ The reserves policy review – a proposal would be submitted to reduce reserves and consequently reduce headroom. SB informed the Board that charities regulated by the Charity Commission had a legal obligation to have a reserves policy but no legal obligation to have reserves. ▪ The OSCR (Scottish Charity Regulator) update – KH had been in discussion with Irvine Housing Association Limited and more information would be available in 2020. 	
850/19	<p><u>Management and Operational Update (Item 2.1)</u></p> <p>The Board NOTED the report. The following points were highlighted for discussion:</p> <p>a. Employment and Training (E&T)</p> <ul style="list-style-type: none"> ▪ The project had achieved targets and SB was comfortable with progress achieved to date. <p>b. Ladders of Aspiration (LoA)</p> <ul style="list-style-type: none"> ▪ The target was for 75% of applicants to be employed within 6 months following education / training. The project was currently under target at 73%. The figures related to 11 people therefore only 2 people had not met the target but they had legitimate reasons. The Board agreed that this was an unrealistic target due to the small number of applicants, however, data was expected to improve with more time and applicants. SB explained that there would be a review of how data was recorded in the reports. ▪ SB explained that LoA had been a brand new initiative and had received great input from the Foundation Board since the outset. 	

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	<ul style="list-style-type: none"> ▪ A full review would be brought to the next meeting on 16 January 2020 to enable the Board to view the impact of LoA alongside the Business Plan. ▪ The Key Performance Indicators (KPIs) showed that rent arrears often increased for people who had been helped into work. HO explained that he had reflected on the true objective of LoA which was to support people's wellbeing, not to reduce rent arrears – although it was recognised that financial issues and wellbeing went hand in hand. The Board agreed that helping people into work would likely have a positive impact in the long term, despite short term issues that may arise i.e. the impact on benefits after commencing employment. The Board agreed that more support should be provided when people transition from benefits to paid work. SB to consider whether Money Advice should be informed of the transition and whether the review should last longer than 6 months. <p>c. Helping Hands</p> <ul style="list-style-type: none"> ▪ This project was below target but SB would report back at the next meeting on 16 January 2020 when more information was available. ▪ It had been agreed that officers could distribute funding how they see fit i.e. furniture, food bank vouchers, etc. The Board agreed that the 5 week wait for Universal Credit (UC) could affect the need for food vouchers. ▪ The Board were pleased that the intranet system had been improved to better support staff. <p>d. Case Study – Andrew</p> <ul style="list-style-type: none"> ▪ The Board decided that, although case studies had given consent for personal information to be shared, the case studies should be anonymised going forward. ▪ The Board agreed that this was a great achievement for Foundation but reflected negatively on The Riverside Group Limited (TRGL) and discussed whether TRGL could do more to support people at an earlier stage than eviction. The Chair explained that speaking as a Group Board member, Group Board cared about Homes for Cathy – a national alliance of housing associations, charities and local authorities working together to end homelessness – and was always looking to improve the process and avoid homelessness. ▪ SB assured the Board that threatening eviction was often the push people needed to accept help but feedback would be given to housing officers to see where lessons could be learnt and improvements could be made. <p>e. Feedback on unsuccessful / on hold small bids applications</p> <ul style="list-style-type: none"> ▪ The Board discussed the application for tutors for disadvantaged children. This could not be funded as a small bid because it did not fit the criteria of targeting Riverside tenants. However SB was exploring the possibility of funding the project under LoA and how it could satisfy the criteria of helping Riverside tenants. ▪ The Board agreed that it was a good idea as early intervention with children could prevent people from developing struggles in later life. <p>Overall, the Board were pleased with progress, in particular LoA, and were keen to continue supporting the project so that it could develop and improve. The Board asked SB to share the positive feedback with the LoA team.</p>	<p>SB</p> <p>SB</p> <p>SB</p> <p>SB</p> <p>SB</p> <p>SB</p>
851/19	<p><u>Financial Update (Item 2.2)</u></p> <p>The Board NOTED the report and the following points were highlighted:</p>	

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	<ul style="list-style-type: none"> ▪ The figure for cash at bank (██████████) had reduced since the last report to the meeting on 16 July 2019 due to funding being transferred to TRGL. The cash at bank would not cover the next 6 months therefore reserves may need to be drawn down rather than invested. ▪ Helping Hands' monthly spend had dramatically increased between P3 and P4 (from £1,465.14 to £6,273.23). This was over the projected spend due to an annual fee for the PayPoint machine / subscription and should even out in the finances over the coming months. ▪ The Board requested that finances from the previous quarter were included in the report going forward so that figures could be easily compared to each other. 	LWo
852/19	<p><u>Treasury and Investment Update (PR.) (Item 2.3)</u></p> <p>The Board NOTED the report and the following points were raised for discussion:</p> <ul style="list-style-type: none"> ▪ The Treasury policy for Foundation was due to be reviewed by the Board at the next meeting on 16 January 2020. ET explained that the Treasury policy should support the Foundation's goals, therefore, the Board should discuss their plans for the future of the Foundation as this would help to fine tune the Treasury policy. ▪ ET explained that the Treasury team would bear in mind the Foundation's requirements and timescales for access to funds to determine a suitable investment. ET clarified to the Board that the Treasury team could not advise on what investments to make but could provide information on what returns may look like when investments were made in certain places. ▪ The Board agreed that, considering they only met each quarter, it was unlikely that they would ever require immediate access to funds without being able to provide suitable notice. ▪ The Board discussed that plans for the future relied heavily on TRGL as they controlled funding for the Foundation. More knowledge of when funding would be received would assist in projects running better, as they could commit to running them for longer. The Board decided that it would be useful for HO to agree with Carol Matthews when funding would be received by the Foundation, as part of TRGL's corporate plan, as the Board could make decisions on the basis of that knowledge. The Board also decided that it was important to clarify if funding could be distributed wholly as the Board sees fit, or if TRGL would impose rules for how the funding should be spent. ▪ The Board agreed that the reserves policy would be more efficient with a figure for expenditure. Reserves were there to ensure that if funding was ever cut, the charity would have enough cash to have a structured wind down of projects. ▪ ET explained that from a Treasury perspective, it was useful that expenditure was predictable (approx. £750k per annum) as it meant that cash could be invested without the risk of running out of cash to fund projects. ▪ The Board discussed the project staff; although it was positive that TRGL funded the staff, the nature of the projects meant that roles were not always permanent and there was a high staff turnover. ▪ The Board agreed that they could not say with certainty what effect Brexit would have on the Foundation until it happened. 	HO
853/19	<p><u>Post 2020 Business Plan (Item 3.1)</u></p> <p>The Board discussed the report and the following points were raised for discussion:</p>	

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	<ul style="list-style-type: none"> ▪ HO explained that the final business plan had not been completed as expected. TRGL had enlisted the Corporate Portfolio Management Team to conduct a fundamental review of the Foundation's main core projects to determine how they fitted into the wider organisation. The Board agreed that there should also be an external element of the review to ensure fairness. ▪ The Board expressed concern regarding the nature of the review. HO explained that the aim of the review was to determine how the Foundation's core projects and services added value and helped tenants to sustain their tenancy. The Board agreed that it was the responsibility of TRGL, not the Foundation, to help tenants sustain their tenancy and that the Foundation should not be held responsible for this. The Board concluded that the Foundation's purpose was to support tenants and add value to the service that TRGL provided. ▪ The Board agreed that the review could be an appropriate challenge to determine the added value that the Foundation brought to TRGL, however, they requested for clarity surrounding what was deemed 'added value' – HO agreed to circulate the scope for the review once this was available. ▪ The Board discussed whether they should be more direct and active to fundraise for initiatives they felt were valuable and worthwhile. HO explained that there was always the option to see whether applicants would source external match funding. Additionally, banks could offer funding with pre-agreed criteria and if that was satisfied there would be a reduction in repayments. ▪ HO explained that the Board may benefit from external advice regarding best practice and would circulate an application for this to be reviewed by the Board before the next meeting on 16 January 2020. ▪ The Board agreed to invite Carol Matthews to the next meeting on 16 January 2020. ▪ The Board APPROVED the approach to the business plan as set out in the report and the allocation of funding for the core projects in the business plan for the period 2020-22. 	<p>HO</p> <p>HO</p> <p>SB</p>
854/19	<p><u>Internal Audit: Riverside Foundation Report (Item 3.2)</u></p> <p>The Board NOTED the report. The following points were raised for discussion:</p> <ul style="list-style-type: none"> ▪ HB explained that discrepancies identified surrounding Helping Hands and Ladders of Aspiration were not material. ▪ One of the issues with regard to Helping Hands was due to the nature of the record keeping – a spreadsheet existed to hold the record of funds approved, however, the funds were not always spent immediately or as planned and this had resulted in discrepancies in the data. ▪ SB had agreed to develop new procedures for record keeping. ▪ SB explained that new background information was available to project officers clearly explaining what each KPI meant and how to accurately avoid data errors occurring. ▪ JF explained that there had been positive improvements since the last internal audit: data had been more readily available, data was easier to read and there were key contacts in place which meant obtaining data was quicker. ▪ The Board were pleased with the report and the feedback. 	<p>SB</p>

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855/19	<p><u>Small Bids Application – Thanet Community Games (Item 3.3)</u></p> <p>The Board discussed the application and the following points were raised for discussion:</p> <ul style="list-style-type: none"> ▪ The regional team submitted the bid and were supportive of this as it fitted with the regional objectives and corporate plan. ▪ The Board were pleased that there was match funding and that the report provided sufficient rationale for why more funding was being sought from the Foundation, than other Housing Associations involved in the bid. ▪ Overall the Board were pleased with the bid and the involvement of other Housing Associations working together. ▪ The Board were pleased that the bid focused on building leadership skills alongside sport activities. ▪ SB confirmed that the Board would receive an update on progress as part of the management and operational update each quarter. ▪ The Board APPROVED the small bids application. 	SB
856/19	<p><u>Trust Deed Amendment (Item 4.1)</u></p> <p>The Board discussed the report and the following points were raised for discussion:</p> <ul style="list-style-type: none"> ▪ The Board agreed that it was not the right time to recruit a new Trustee considering the current challenges that the Foundation was facing, for example finalising the business plan and treasury policy. ▪ The Board agreed that although they were not actively recruiting a young Trustee, they should remain open to considering any potential candidates that may arise. ▪ The Board agreed that it would be a good idea to invite observers to future meetings, a maximum of 2 per meeting, to encourage interest. HO and SB agreed to explore the possibility of introducing board related training to TRGL apprentices. ▪ HO assured the Board that if the amendment to the Trust Deed was approved, and another Trustee were to leave, recruitment would commence to bring the minimum number of Trustees to 4, as per the proposed amendment to the Trust Deed. ▪ The Board APPROVED the Trust Deed amendment. 	HO/SB
857/19	<p><u>Governance Best Practice – Directors’ Duties (Item 4.2)</u></p> <p>The Board NOTED the report and no matters were raised for discussion.</p>	
858/19	<p><u>Riverside Foundation Meeting Dates 2020/21 (Item 4.3)</u></p> <p>The Board APPROVED the meeting dates for 2020/21 and acknowledged that calendar invites for future meetings had been sent via email prior to the meeting.</p>	
859/19	<p><u>Review of Conflicts of Interest Policy (Item 5.1)</u></p> <p>HO summarised the policy and highlighted that only minor amendments had been made (as set out in appendix 2 to the report) to clarify arrangements for updating Register of Interests, which would now be updated via email, and would be completed if the policy was approved, and then on an annual basis.</p> <p>The Board APPROVED the Conflicts of Interest Policy.</p>	

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860/19	<u>Risk Management Policy and Risk Register Review (Item 5.2)</u> The Board noted the report and that no amendments had been proposed. The Board APPROVED the Risk Management Policy and Risk Register.	
861/19	<u>Any Other Business (Item 6)</u> The Board discussed that KH, who had given apologies to the meeting, would commence maternity leave before the next meeting on 16 January 2020 and would be missed.	
862/19	<u>Date of Next Meeting (Item 7)</u> It was agreed that the next meeting would take place on 16 January 2020 at 3.00pm in the Boardroom, Head Office, 2 Estuary Boulevard, Estuary Commerce Park, Speke, Liverpool, L24 8RF.	

Signed..... Date.....