




Meeting Minutes

Board	The Riverside Group Ltd Board (the "Board")		
Date and time:	1:00pm 25 th March 2021		
Location:	Via video-conference		
Present:	• Terrie Alafat	(TA)	Chair
	• Pauline Davis	(PD)	Vice Chair
	• Goi Ashmore	(GA)	Board Member
	• Ingrid Fife	(IF)	Board Member
	• Sandy Murray	(SM)	Board Member
	• Lisa Tennant	(LT)	Board Member
	• Sally Trueman	(ST)	Board Member
	• Peter White	(PW)	Board Member
	• Erfana Mahmood	(EM)	Co-opted Board Member
	• Carol Matthews	(CMM)	Co-opted Board Member
	• Clarine Stenfert	(CS)	Co-opted Board Member
In attendance:	• Cameron Dougherty	(CD)	Tenant Observer
	• John Glenton	(JG)	Executive Director of Care and Support
	• Ian Gregg	(IG)	Executive Director of Asset Services
	• Kate Henderson	(KH)	Head of Strategy & Planning
	• Jo Lucy	(JL)	Executive Director Business Support
	• Cris McGuinness	(CAM)	Chief Financial Officer
	• Patrick New	(PN)	Executive Director Customer Service
	• Sara Shanab	(SS)	Director of Governance & General Counsel
	• Anne-Marie Owens	(AMO)	Governance Manager (Secretary)
	• Hugh Owen	(HO)	Director of Strategy and Public Affairs
	• Carl Walsh	(CW)	Finance Director
Apologies:	• Stuart Gambling	(SG)	Director of Internal Audit & Risk

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31/21	<p><u>Apologies for Absence (Item 1.1) VERBAL</u></p> <ul style="list-style-type: none"> Stuart Gambling apologies for absence were noted. 	
32/21	<p><u>Declarations of Interest (Item 1.2) VERBAL</u></p> <ul style="list-style-type: none"> CMM, CAM and IG declared an interest in item 2.9, Prospect Funding Arrangements, as Directors of Prospect (GB) Limited. IG declared an interest in item 4.6, Appointment of Evolve Chair, as the Chair-Elect of the Evolve Board. 	
33/21	<p><u>Chair's Matters (Item 1.3) VERBAL</u></p> <ul style="list-style-type: none"> The Chair welcomed everyone to the meeting and noted that the meeting pack was for the first time available through the Convene system and that training was being rolled out to the governance community. SS advised that a protocol was in development to ensure that Convene functions were optimised to effectively manage the exchange of comments and responses to questions raised in advance of the meeting and this would be shared with users when finalised. The Chair asked the Board to provide feedback at the end of the meeting on the effectiveness of the reordered agenda which was designed to bring strategic discussions to the front of the meeting and had moved the COVID-19 update to later in the agenda to recognise that this was moving into Business as Usual. The Chair highlighted that item 4.7 was not supported by a written paper to consciously encourage a free discussion and debate on those strategic risks which the Board would want to see captured in the refreshed Risk Register 2021/22 due for submission in May. <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <ul style="list-style-type: none"> The Board noted the best value review into Liverpool City Council and the appointment of Central Government Commissioners to oversee significant concerns identified in the areas of Regeneration, Property Management and Highway functions. CMM advised that any matters requiring Board visibility would be reported back. 	<p>AMO</p>

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	<ul style="list-style-type: none"> The Chair thanked SS for the NHF Code of Governance Masterclass provided the previous day and reminded Board Members of the Stakeholder Strategy Day on 15 April at which a number of Board colleagues would be leading discussions. 	
34/21	<p><u>Social Housing White Paper: Self-Assessment and Action Plan (Item 2.1)</u> KH and HO joined the meeting.</p> <p>The Board received and noted the report which provided an overview of a self-assessment exercise undertaken against the new policies outlined in the Social Housing White Paper and how it was proposed to take forward work that would prepare Riverside for their implementation.</p> <ul style="list-style-type: none"> It was noted that while there was detail not yet confirmed with respect to changes in consumer regulation, TRGL was not standing still but moving forward with planned improvements based on the direction of travel. PN confirmed that the majority of the White Paper content aligned with areas of priority already identified by the business. The Board was pleased to note the high level of preparedness already achieved, the intention to prioritise customer involvement and engagement with the planned work, and the ongoing dialogue with sector partners. The Board queried the potential cost impact of a revised Decent Homes Standard. IG advised that it was not yet known what the expectations of this would be. It was noted that neighbourhood regeneration projects in Runcorn and Carlisle were good evidence of TRGL's aspirations to improve neighbourhoods. The number of amber rated elements was questioned and PN outlined the intention to provide full transparency around gaps and that the current position required open acknowledgment in order to drive forward improvement. Ho reported that the majority of regulatory change would require primary legislation and it was likely that this would come through the third session of Parliament with the new regulatory system and measures coming into effect in 2024. However, the message from the Regulator remained that organisations should not wait to address gaps and should base their actions on the obvious direction of travel. It was agreed that while the Customer Experience Committee would be monitoring the work in detail and provide assurance to the Board, regular reporting directly to the Board should be put in place. It was requested that reporting be streamlined and capture the various elements of regulatory change in progress and the work happening across the organisation in response. 	PN

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	<ul style="list-style-type: none"> The Board welcomed the news that four Riverside customers would be joining the Ombudsman's Residents' Panel. – post meeting note – Riverside now has 6 members on the Panel. <p>KH left the meeting.</p>	
35/21	<p><u>Business Plan (Item 2.2) CONF.</u> CW joined the meeting.</p> <p>The Board received and considered the revised budget and Group Business Plan 2021/22.</p> <ul style="list-style-type: none"> CAM and CW provided a detailed presentation on all elements of the proposed Business Plan including a description of scenario and stress testing carried out and the risk management framework in place to manage and mitigate financial risk. The Board queried if COVID-19 had provided any lessons learned on the effectiveness of mitigations. CAM advised that Tier '0' mitigations had largely been applied and outcomes indicated that the business could respond effectively and agilely to a significant scenario such as a global pandemic. IF assured the Board that the Care & Support Committee were monitoring the impact on the Group operating margin of the Care & Support business and would receive benchmarking data by the summer. It was further confirmed that the Committee annually scrutinised Scheme Profitability and were monitoring the Local Authority risk in the post-Pandemic world. It was noted that the content on zero carbon and retrofitting for new development was light. CAM assured the Board that costs for this activity were included in the Plan. In response to a query, CAM confirmed that the Golden Rules had been reviewed in November/December 2020 and there was confidence that they offered sufficient protection to the business. CMM noted that the clearer line of sight of EBITDA-MRI and SHEBITDA-MRI was a further enhancement to the risk management framework. The Board discussed in detail the risk management arrangements in place to support early identification and escalation of risk and allow effective action to be taken and were satisfied that these were fit for purpose. The Board noted the range of single and multi-variant stress testing, and were assured that they comprehensively considered the long term, cyclical nature of economic factors that impacted on the business as well as internal business risks. The Board was content that the mitigations identified sufficiently alleviated the impacts of stress testing. Following discussion, the Board agreed that the thirty year Group Business Plan for TRGL presented was strong, resilient and adhered to the Golden Rules. As with previous plans, it as acknowledged that the tightest points arose in the early years of the Business Plan. However, loan covenants were well provided for and had significant headroom throughout the later years. Following due and careful consideration, the Board: 	

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	<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>	
38/21	<p><u>Riverside Group Policy Framework (Item 2.5)</u></p> <p>The Board received and noted the Riverside Group Policy Framework recommended for approval.</p> <ul style="list-style-type: none"> • The purpose of the Policy Framework and the process adopted in its development were noted. • The Board queried how policy assurance was obtained and JL advised that it would be a standard item on the workplan for Group Audit Committee. • The number of policies across the business was queried and HO explained that in developing the Policy Framework, a degree of consolidation and rationalisation had been achieved however this work would continue and each policy subjected to a value based assessment during the review process. • Following due and careful consideration, the Board: 	

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	<ul style="list-style-type: none"> i. APPROVED the Group Policy Framework and approval paths as set out in section 2 and appendices 1 - 2 of the report, and; ii. NOTED the annual assurance report set out in appendix 3. 	
39/21	<p><u>Service Charge Policy (Item 2.6)</u></p> <p>The Board received for approval the Service Charge Policy which had been reviewed and revised following changes in the operating model.</p> <ul style="list-style-type: none"> • Assurance was provided that the review had been supported by an independent adviser with extensive service charge experience and scrutinized at both operational committees. It was noted that a risk assessment had been carried out and the policy was appropriately linked to the Strategic Risk Register. • IF reported that at the Riverside Care & Support Committee it was noted that accessing information on service charges via the Riverside website was difficult. An action was taken to explore how all communication routes can be exploited to provide customers with clear and regular information. CAM advised that accessibility of information and transparency were under review as part of Projects Thor and Groot however there were legal requirements which also informed Riverside’s approach. • The Board queried if there had been legal challenges to service charges which Riverside had been unable to successfully defend. It was noted that while there was minimal legal action taken in general needs there was activity in the leaseholder space not always instigated by the customer. It was noted that this was mitigated by monitoring the fairness of service charging and careful drafting of leases. It was agreed that further information would be provided in the Shared Ownership paper to be submitted later in the year. JG added that Riverside rarely evicted a customer through the Court and to his knowledge, had not lost a case in which service charges had been challenged. <p>HO left the meeting.</p>	
40/21	<p><u>Chief Executive’s Report (Item 2.7) CONF.</u></p> <p>The Board received and noted the CEO update.</p> <div style="background-color: black; width: 100%; height: 150px; margin-top: 10px;"></div>	

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	<div data-bbox="331 219 1318 389" style="background-color: black; width: 100%; height: 76px; margin-bottom: 10px;"></div> <ul style="list-style-type: none"> <li data-bbox="284 432 1318 562">• The Board also noted an update on the projects delivered to modernise and improve Riverside as an organisation under the Transformation Programme and growth activity and ambitions in Riverside’s Scottish operations through Irvine Housing Association. 	
41/21	<p data-bbox="284 600 679 633"><u>Customer Story (Item 2.8) PR.</u></p> <p data-bbox="284 667 1318 797">The Board received and noted the Customer story presented and agreed that these items continued to be of real value in increasing awareness of the customer experience. It was agreed that the item would be moved to earlier in the agenda to set the tone for the meeting.</p>	
42/21	<p data-bbox="284 835 778 869"><u>Funding of Prospect (Item 2.9) CONF.</u></p> <p data-bbox="284 902 1318 1032">The Board received and noted the report setting out proposed changes to the funding arrangements for Prospect (GB) Limited. It was noted that the proposal had been scrutinised by the Group Treasury Committee which supported the recommendations.</p> <p data-bbox="284 1066 954 1099">Following due and careful consideration, the Board:</p> <ul style="list-style-type: none"> <li data-bbox="284 1133 1318 1240">• APPROVED The Riverside Group Limited entering into the replacement intra-group loan agreement (as Lender) with Prospect (GB) Limited (as Borrower) on the terms set out in this paper and the relevant appendices; <li data-bbox="284 1240 1318 1370">• DELEGATED AUTHORITY to the CEO and CFO, the Company Secretary and / or any other members of the Executive Team of The Riverside Group Limited (in numbers as required) to finalise and execute any documents necessary to give legal effect to the replacement intra-group loan agreement; <li data-bbox="284 1370 1318 1447">• APPROVED as sole Shareholder the reclassification of the existing Class A and Class B shares to Ordinary Shares of Prospect (GB) Limited <li data-bbox="284 1447 1318 1680">• DELEGATED AUTHORITY to any Board Member(s) and / or the Executive Team of The Riverside Group Limited (in numbers as required) to finalise and execute any documents necessary to give legal effect both to the reclassification of the Class A and Class B shares to Ordinary Shares and further DELEGATED AUTHORITY to the Governance Team of TRGL to assist with any required filings with Companies House to give effect to the reclassification; <li data-bbox="284 1680 1318 1890">• APPROVED the removal of the historic charges pledged against Prospect (GB) Limited at Companies House in favour of The Riverside Group Limited (or a predecessor entity) and DELEGATED AUTHORITY to the Head of Treasury and Corporate Finance, the Legal and Governance Teams of TRGL, supported by the Managing Director of Prospect (GB) Limited and any required external legal support to remove those charges. 	
43/21	<p data-bbox="284 1921 906 1955"><u>Development Contractor Framework (Item 2.10)</u></p>	

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	<p>The Board received and noted a report detailing the outcome of the procurement exercise for creation of a Development Contractor Framework to run for four years to support The Riverside Group in building new homes.</p> <ul style="list-style-type: none"> • The objectives for setting up the Framework and the open OJEU process followed were noted. • The Board asked if the contractors within the framework could be used for retrofit work. IG explained that the Framework related to development activity only and separate Frameworks would be established for other work. However it was confirmed that the contractors possessed skills which could be used to progress Riverside’s sustainability agenda and this would be further explored with them. • Following due and careful consideration, the Board APPROVED the awarding of a four year Framework for development contractors. 	
44/21	<p><u>Committee & Subsidiary Board Update (Item 3.1)</u></p> <p>The Board received and NOTED the update on Subsidiary Board and Committee activity in the reporting period.</p> <ul style="list-style-type: none"> • PD advised that following Victor Andrew’s appointment to the Riverside Care & Support Committee (RC&SC), he had stepped down from the London Development Committee (LDC) and recruitment was under way for a customer member to replace him. • The Chair asked CD to report back to the Riverside Customer Voice Executive that the Board noted and appreciated the significant work being carried out by them. • IF reported that the RC&SC had welcomed the improvement in customer satisfaction and the actions taken to respond to Safeguarding audit recommendations. It was noted that the Committee were closely monitoring repairs performance in the Hull Extra Care Schemes following an excusing event request. • PW congratulated the team for achieving sustained improvement in a number of customer metrics. He advised that challenges remained within the Customer Service Centre however changes were still embedding. The Board noted that a decision by the Executive Team had been taken to suspend new fire risk assessments to allow the backlog arising from COVID-19 and the accelerated programme to be addressed. 	
35/21	<p><u>Operational Performance Report (Item 3.2)</u></p> <p>The Board NOTED the Executive Key Performance Indicator report for the period ending 31 January 2021.</p> <ul style="list-style-type: none"> • The forecast for the year end position was noted. IG advised that a number of compliance actions were not expected to be closed at year end due to the impact of the accelerated programme and COVID-19. 	

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	<ul style="list-style-type: none"> The Board were pleased to note that the Let's Talk Rent campaign appeared to be having a positive impact and void performance was improving as was customer satisfaction. 	
36/21	<p><u>Financial Performance Report (Item 3.3) CONF.</u></p> <p>The Board received and NOTED the Financial Performance Report (FPR) Summary for February (Period 11), compared to Quarter Three Forecast (Q3F). The Board further noted the two amber early warning signs and the risks and opportunities detailed in the report.</p> <ul style="list-style-type: none"> It was highlighted and noted that there had been a delay in achieving £3m from property sales due to the impact of COVID-19 which would move into the new financial year. The Board was assured that all possible actions were being taken to mitigate the risk of breaching the 20% operating margin floor at year end. 	
37/21	<p><u>COVID-19 Update (Item 3.4)</u></p> <p>The Board received and noted the update on Riverside's ongoing response to the COVID-19 pandemic including the following documents:</p> <ul style="list-style-type: none"> Appendix 1: Plan for returning to offices Appendix 2: HR colleague absence dashboard Appendix 3: Hive survey top level results Appendix 4: C&S roadmap Appendix 5: Covid priorities assessment <ul style="list-style-type: none"> It was noted that mental health and wellbeing had moved from an amber to a green rating and service delivery was anticipated to do the same in the coming month as the repairs standard returned to normal. 	
38/21	<p><u>Safeguarding (Item 3.5.)</u></p> <p>The Board received and noted a summary of Safeguarding activity for the period April to September 2020.</p> <ul style="list-style-type: none"> JG introduced the report which had been previously received by RC&SC and highlighted the key actions taken to improve Safeguarding processes including an awareness raising campaign, increased focus on training and the utilisation of Salesforce. The Board welcomed the increase in Safeguard reporting which indicated that actions taken had been effective and noted that outcomes of peer review would be reported in due course. 	
39/21	<p><u>Retirement Living Annual Summary (Item 3.6)</u></p> <p>The Board received and noted the report on the annual activity and performance of the Care & Support Retirement Living Service for 2020.</p> <ul style="list-style-type: none"> The Board welcomed the work carried out by the team in the year particularly in light of the challenges arising from COVID-19. 	

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	<ul style="list-style-type: none"> In reference to Crudens going into administration, the Board asked for assurance that contractor risk is mitigated through appropriate due diligence being carried out on potential contractors and effective contract performance monitoring. The Board was advised that contractor performance was rigorously monitored at operational level and via the Investment Appraisal Committee which also took into account individual contractor exposure when making decisions on contract awards. 	
40/21	<p><u>Quarterly Treasury Report (Dec 20) (Item 3.7)</u></p> <p>The Quarterly Treasury Report for the period ending 31 December 2020 was NOTED.</p> <ul style="list-style-type: none"> GA noted that the report had been seen in advance by the Group Treasury Committee which was content with the position and the progress being made in tightening the treasury management system. 	
41/21	<p><u>Minutes of Meeting 14 January / 4 February /25 February (Item 4.1) CONF.</u></p> <p>The minutes of the meetings held on 14 January 2021, 4 February 2021 and 25 February 2021 were approved as accurate records.</p>	
42/21	<p><u>Matters Arising (Item 4.2) CONF.</u></p> <p>Updates on Matters Arising from previous meetings were NOTED.</p>	
43/21	<p><u>Chair's Actions and Written Resolutions (Item 4.3)</u></p> <p>Chair's Actions and Written Resolutions taken since the Board met in January 2021 were NOTED.</p>	
44/21	<p><u>Campbell Tickell Feedback and Action Plan (Item 4.4)</u></p> <p>The Board received and noted a summary of the findings from Campbell Tickell's recent observation of meetings of Group Board and Group Audit Committee and the action plan derived from their findings. The Board further noted a workplan capturing business to be dealt with in the coming twelve month period.</p> <ul style="list-style-type: none"> It was agreed that Board agendas were challenging due to their size and further work was required to ensure that business was appropriately spread throughout the year, and tools such as Board dinners, strategic informal conversations and one item meetings on substantial topics were effectively used to support the efficient management of Board business. It was further agreed that the strategic focus of Board meetings should be maintained and discussion of operational/tactical detail minimised. 	SS/AMO
45/21	<p><u>Board and Committee Meeting Date Schedule 2022- 2023 (Item 4.5)</u></p> <ul style="list-style-type: none"> The Board noted and APPROVED the meeting schedule for 2022 and 2023 and agreed that following the easing of restrictions, Board meetings would be held using a combination of in person and remote meetings based on agendas and aligning with annual Board dinners. 	AMO

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46/21	<p><u>Appointment of Evolve Facility Services Limited Chair (Item 4.6) CONF.</u></p> <p>The Board noted that the revised Board of Evolve had met for the first time in February 2021 and elected Ian Gregg as Chair.</p> <ul style="list-style-type: none"> • Following due and careful consideration, the Board RATIFIED the appointment of Ian Gregg as Chair of Evolve Facility Services Limited with effect from 24 February 2021. 	
47/21	<p><u>Reflection on Strategic Risk for 21 / 22 (Item 4.7)</u></p> <p>The Board noted that the refreshed Strategic Risk Register would be presented at May's meeting and that it was asked to share views on which strategic risks should be focused on and captured in the Register for 2021/22.</p> <ul style="list-style-type: none"> • The following Risks and sub-risks were identified: <ul style="list-style-type: none"> ○ Communications to staff on working from home safely; ○ Procurement risks arising from Brexit; ○ Cyber Crime and data breach emerging from new ways of working; ○ Development Programme including London and South East; ○ Organisational Culture and driving a large organisation in the same direction; ○ [REDACTED] ○ Regulatory Changes; ○ Customer Engagement and Involvement; ○ Reputation; ○ Digital Strategy to be embedded and linked with Customer Strategy; ○ Managing contracts and supply chain, contractor reliance risk; ○ How risks are set out in the document e.g. COVID-19, building safety, impact of the White Paper, efficiency and effectiveness; ○ Unwinding of furlough and benefits as we move out of COVID-19; ○ Changing work patterns; ○ Constitutional differences in Scotland; ○ Development and governance and how Joint Ventures work together; ○ Operating margin and SHEBITDA-MRI; ○ Strategic partnerships; ○ Changes in the way we live and impact on property and development; ○ Local Authority challenges; ○ Social and Community factors such as Black Lives Matter, safety of women. • CMM thanked the Board for their input. 	
48/21	<p><u>Risk Register (Item 4.8) CONF.</u></p> <p>The Board received and noted the Strategic Register which would be subject to a full review and refresh before its next submission.</p> <ul style="list-style-type: none"> • SM assured the Board that the Register had been scutinised at the most recent meeting of GAC along with the Sector Risk Profile and the views of the Committee shared with the Executive Team for consideration in the document review. 	

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49/21	<p><u>Any Other Business (Item 5)</u></p> <p>The Board received and noted the report setting out the outcome of a procurement exercise for a Temporary Agency Resource.</p> <ul style="list-style-type: none"> • It was noted that the exercise had been completed under OJEU rules and the results, benefits and recommendation were considered. • Following due and careful consideration, the Board APPROVED the awarding of a 3 year contract to Reed for Temporary Agency Resource with the option for one 12 month extension under the terms set out in the report. 	
50/21	<p><u>Chairs Summary (Item 6)</u></p> <p>The Chair noted that the meeting had dealt with substantial items of business and thanked everyone for their contribution. The Board was reminded to remain on the call for the Board's private session.</p>	
51/21	<p><u>Date of Next Meeting – 10am, 13 May 2021 (Item 7)</u></p> <ul style="list-style-type: none"> • The date of the next meeting was noted. 	

Signed:

Terrie Alafat, TRGL Board (Chair)

Date