

The Board is asked to **NOTE** the update on Committee and Subsidiary Board Activity for the period 13 January 2022 to date. Minutes of all meetings in the period can be found on Convene or are available upon request.

**Group Development Committee 19/01/2022 Attendance 100% Length 2.5 hours Mode: VC**

### **Assurance & Risk**

This was the inaugural meeting of the Committee, whose purpose was to assist the Group Board in approving certain development activities and in monitoring the performance of the Group's development, regeneration and sales programmes, including where this activity was via Joint Ventures (JVs) or Special Purpose Vehicles (SPVs).

The Committee were provided with a high-level summary of TRGL London Regeneration Programme to enable members to familiarise themselves with the programme. It was confirmed that work was ongoing to finalise a comprehensive Joint Venture strategy to provide further clarity on all current JVs, their current status, partner details and current members. the overall programme continued to evolve following design changes, discussions with our local authority partners and internal financial appraisals, progressing towards finalising key regeneration procedures and policy issues, including service charges, allocations, decant and vacant possession. The Committee received an update on the progress of individual schemes across both the Riverside London Regeneration Programme and the GLA bid for 2021-2026.

The Committee were provided with an update summarising development activity across the country overseen by the Riverside Development Team (Non-London). TRGL's bid to become a strategic partner with Homes England had been successful, a partnership that would deliver 1,530 new grant funded affordable homes while meeting Corporate Plan objectives: 54% of new homes would be for shared ownership or rent to buy, 15% would be delivered as Extra Care Housing across three new proposed schemes, 25% of new homes would be fully modular off-site construction, whilst 17% of new homes would be delivered by SME developers. An additional 117 new affordable homes were included in the bid, which

### **Items to Note**

The Committee reviewed the Investment Proposal for Prior's Hall. Gate 3 approval had previously been given by Investment Appraisal Committee in August 2021 to enter into contract for the construction of 45 houses for shared ownership sale and the agreement was based upon an original offer made in November 2019. However due to the steep increase in material and sub-contractor costs over the last quarter of 2021, there was an increase to the works cost of just under 9%. The original projected values were deemed conservative and the last year had seen steady house price increases at Priors Hall. An updated RICS certified valuation had confirmed increased values across the scheme. The project had been re-appraised on the new costs and values and the sales margin and payback period were both slightly improved against the original. The Committee re-approved the scheme based on the revised works cost and revenue projections.

The Committee noted the market update report.

The Committee noted the Director's Duties report, which were presented annually for information.

The Committee noted the Group Board highlights report for November and December 2021.

The Committee noted the Group Development Committee Terms of Reference and Annual Plan of Work

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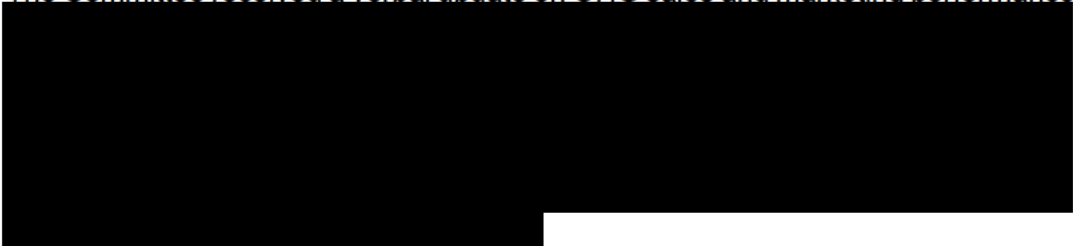
would be delivered without any new grant, instead using RCGF, Riverside's own funding or through S106.

The Committee received an update on One Housing Group Development and Regeneration Performance Update. It was highlighted that OHG adopted a London centric approach, predominantly S106 opportunities with PLC house builders, with a concerted emphasis upon forging strategic relationships with key stakeholders. There were currently 25 committed sites, with an emphasis upon regenerating the local area as well as the units themselves to provide the best possible experience for tenants. The current development pipeline was highlighted, with a total of 890 units, as well as emergent opportunities in the uncommitted pipeline and progress on sites acquired but not yet committed to construction.

Development KPI's were noted the progress made against specified targets welcomed. The productive and helpful nature of the report was highlighted.

The Committee received an update on current development, customer operational and disposal activities and it was acknowledged that an overall development strategy, encompassing both TRGL and OHG development pipelines, would be desirable as there is a move towards an integrated reporting structure. This was acknowledged, although it was conceded that this would require a harmonisation of the underlying financial assumptions for both organisations, and work to this effect was ongoing.

The Committee received a verbal update on OHG sales and marketing performance



**Foundation Trustee Meeting 25/01/22 Attendance 100%, Length 2.05 hours, Mode: VC**

**Assurance and Risk**

Investment Policy – Annual review of Directives

Approval was given to a Policy Exception to allow funds to be held in investments for longer than would usually be the case and to not hold twelve months committed spend in deposit accounts from the date of this meeting until 31 March 2023 at the latest. This was due to current market uncertainty. Also, approval was given to continue to delegate cash management to Riverside Treasury whilst the Policy Exception remained in place.

Small Bids

A funding request from The Wilmslow Community Market Garden at Oakenclough of £5,130.00 was approved for an additional polytunnel, to extend the season and scope for growing vegetables. The project would also improve the drainage on the site, and support two open days to promote the project.

2022/23 Budget and Operating Targets

These were approved.

NHF Code of Governance – Exceptions to Adoption

To date there had been no significant exceptions/variations identified in which Foundation would require alternative governance arrangements from Riverside. As part of the compliance report in April, the Board would be asked to adopt all new governance policies arising from the new Code of Governance, which would form part of Riverside's revised Governance Framework.

**Items to note**

Management and Operational Update.  
Riverside Foundation Finance Report.  
Evolution of Tenancy Sustainment Services Update.  
Spotlight session - Employment and Training and case study presentation.  
Presentation - Foundation future and Trustee membership

**One Housing Group Board 26/01/2022 Attendance: 100% Length: 3hrs Mode: Hybrid**

**Assurance & Risk**

Detailed update on the strategic disposal of unit 322 units and 36 car parking spaces in Slough and St Albans to Paradigm Housing. Ongoing work to manage remaining risks to the transaction were set out including release of lender charges; assigning

**Items to Note**

Customer Experience Strategy update. The strategy was agreed by Board and rolled out in March 2021. The Board



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of a Development Agreement to Paradigm; local authority approval under a Section 106 agreement; and outstanding fire works. 'Plan B' for the transaction was discussed in the unlikely event the disposal would not complete. This would entail disposing of some but not all units depending on which of the above risks materialised. (*The transaction subsequently completed on 7 March 2022.*)

The Board were provided with an update on two Care and Support matters: 1. The positive news that the Roden Court CQC action plan and reins

The Board was advised of ongoing discussions with Barnet Council concerning the planning application for the Victoria Quarter w

The Board was advised of recent Government announcements regarding building safety. This included leaseholders no bearing cost of remediation; Associations not being able to charge residents due to proposed 'polluter pays' approach; and the adoption of a principle of 'proportionality' whereby works should only be done where necessary and proportional to the risk posed. Work to understand the impact of these announcements on OHG is underway, especially where fire safety reports have already been completed and recommendations have been made.

but is being monitored.

The Customer Services Committee reported concerns raised by Resident Members of the Committee regarding the decision to merge with TRGL despite the negative feedback received as part of the consultation. The Committee meeting was seen as an indication of the frustration of some involved residents and a reminder that trust needs to be built back. This includes getting early wins on some of the promises

was provided with an update on positive progress in year one of the Strategy.

Work is underway to revise the approach to customer engagement through OHGL's Customer Services Committee. The Board agreed to move away from resident representation through Resident Panel Chairs and to adopt an approach similar to TRGL's where residents are full, remunerated members of the Committee. Recruitment will begin during March 2022.

The Board recommended to the TRGL Board an updated Budget which reflects key movements from the version presented in December 2021. The Board also received an update on in-year financial performance. Although full-year forecast has worsened, covenant compliance is expected at year end.

The Board agreed 2022 rents and a new strategic Rent Setting Policy. Alignment with TRGL was discussed and it was agreed that full alignment was not required at this stage of the merger.

An update was provided on the transfer of two extra care schemes in Essex to a local care provider. The transaction was expected to complete but, irrespective, OHG would cease to provi

The Board noted that the G2 to G1 Action Plan has been delivered with the exception of the Finance Team restructure which would take place as part of integration.

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made during the consultation. Mr Hill and Ms Corby will front-up to these concerns as they meet with the Resident Panels as well as moving focus to the strategy over the coming year.

The Board agreed a new Strategic Risk Register for further detailed work in advance of the March Board. Members also received an update on the good progress made to respond to KPMG's Control Risks Self-Assessment which explored the strength of OHG systems, processes and overall approach to risk management; organisational culture in respect of risk, control and assurance; and the adequacy of the overall approach and processes to establish and address root causes.

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**Riverside Scotland 27/01/2022 Attendance 100% Length 2hrs Mode: VC**

### **Assurance and Risk**

The Board received the financial plan. The proposed increase to rent and service charge was considered to achieve the best balance and had been consulted upon with a majority of responses in favour. While the response rate was low it represented a good geographic spread. Affordability testing had been undertaken with the SFHA toolkit. In respect of the budget the largest increase is forecast in repairs and maintenance due to rising costs. There is a provision for staff costs to support the development programme. The Board approved a 3.1% increase to rent and service charges and approved the 2022/23 budget subject to approval of the Group Board.

The Board approved the Group Risk Management Policy.

The Board discussed a proposal for a 'Stay Put' Fire Policy in Riverside Scotland communal blocks. Following discussion the Board requested options to accelerate the fire door replacement programme to be returned to the Board.

The Board received an Operational Performance Report and noted that disruption to IT systems had an adverse impact on both data presented and the service provided to customers. It was agreed that the Board deep-dive into tenants' main issues and it was reported that Housing Officers would be continuing to make welfare calls on a rolling basis.

### **Items to note**

The Board noted the appointment of Patrick New as the Group nominee to the Board.

Ten members of the Association had been deemed to withdraw from membership after failing to attend or submit apologies to five consecutive AGMs.

The Board approved an indemnity to allow refunds to be made to customers via Allpay.

The Board noted the route to compliance with the NHF Code of Governance 2020.

The Board received an update on current development projects.

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The Board received the financial performance report and noted that the forecast remained robust and all covenants were fully compliant. It was further noted that a risk exists within asset contracts due to increasing costs and a reduction in contractor capacity.

The Board received a report from the Managing Director and noted that no applications had been received for the Tenant Board Member vacancy with ideas for increasing interest provided. An update on recovery from the Malware attack was provided with all systems bar one returning to normal. It was confirmed that the quarterly return was submitted on time to the Scottish Housing Regulator and they had been kept informed of developments related to the Malware attack and are keen to use Riverside Scotland as learning to inform the sector. It was noted that the Audit & Risk Committee had agreed to examine how risk is reviewed and monitored in consultation with the Group Director of Internal Audit.

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### **Recommendations to Group Board**

To approve the 2022/23 Budget for Riverside Scotland. This is included in the Group Budget agenda item.

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**Evolve 02/02/2022** Attendance 100%, Length 2hrs, Mode: VC

#### **Assurance and Risk**

The Board received an update on Riverside Direct Performance and Improvement Plan. Directors were pleased to see improvement made against complaints. Directors noted the effects of the Malware attack; on gas servicing, which had 58 overdue services and were assured that each had three visits undertaken and the required legal action to gain access was causing delays; a Mears internal audit identified a risk of evidence not documented as documents were stored on Riverside servers. Directors were assured that the performance improvement plan remained on target. The large number of vacancies reported previously was in large decreasing however some minor concerns remained around providing fully vaccinated staff in all areas.

The Board received an update on Evolve performance. During the effects of the Malware attack and during high levels of absence due to combined Omicron illness and Christmas leave a large reduction in responsive repairs was seen, however

#### **Items to note**

The Board approved an updated Delegated Authority Schedule for Evolve.

The Board approved its Programme of Work for 2022.

The Board noted the Governance Best Practice – Directors Duties document.

The Board received highlights from the Group Board meetings held on 7 October and 10 November 2021.

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customer satisfaction did not see a corresponding drop. Potential areas of expanded service were discussed including the former Impact area and Hull PFI, which would place a strain on capacity.

The Board received a financial report and noted Evolve is operating adverse to the Q2 forecast. The effect of the Omicron variant had a great financial impact on Evolve without the government support provided in previous waves of Covid generating large one-off losses. In addition, there have been increases in ongoing costs, such as materials and staff. There was a discussion on the current internal recharge mechanism, which presents a challenge to maintaining the margin if rates remain unchanged. While some efficiencies have been identified escalating costs will outpace what this can achieve.

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**Riverside Customer Voice Executive 10/02/2022 Attendance 100%, Length 4hrs, Mode: VC**

Treasurer resigned. 5 members removed from RCVE for non-attendance.

Update provided on the Spectrum Customer Panel and the BAME research project.

Update provided on the Complaint Panel. 15 complaints have been reviewed by the panel since January 2021.

2 panel requests are due and will be sent to Vic imminently to decide if the panel will review.

Andrea Thorn gave a presentation on the Customer Journey Mapping projects- Repairs and Service Charge.

A request came to follow up on embedding learning from a customer complaint about who is responsible for replacing specialist lightbulbs in customers' homes. The complaint outcome was that it is Riverside's responsibility, not the customers, but this outcome has not led to an update in procedure or the information having been shared with customers. Andrea Thorn was actioned to follow this up.

A request came for an update on Riverside's response to the government's project Levelling Up and Riverside's approach to the funding that may be available from

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this. Also on Riverside's approach to accessing government funding for Decarbonisation Plans. Andrea Thorn was actioned to follow up.

A request came for complaint handling performance information to be provided for RCVE meetings. Charlene Little will follow up.

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**Prospect 16/02/2022 Attendance 100% Length 2 hours Mode: VC**

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### **Assurance & Risk**

In terms of development the S106 Agreement for Mitton Road required one signature from the Local Authority before the Decision Notice could be issued. Work was also progressing to ensure the vendor agreed the deductible items from the land value. The contracts for Hollins Cross Burnley were in the final stages of agreement and it was anticipated this would exchange before the end of February.

With regard to Vancouver & Middlemass Vancouver had received full planning consent with a signed s106, although required a section 73 to amend the approved planning layout, which had been submitted. Middlemass Hey had received planning approval but the signed s106 was awaited. There had been a recent productive meeting with the planners and it was anticipated that a start on site date could be achieved by quarter 2.

In respect of Orrell Lane a revised layout had been shared with the planning officer, who was largely supportive and targeting a planning committee in March. With regard to Dobinetts Lane a pre-application meeting was being arranged for February 2022 with a view to making a planning submission in late 2022.

The Board noted the Risk Register and that it would be continually reviewed and updated to reflect changing circumstances. Recruitment remained a notable risk, given the impact that replacing key staff can have on BAU activities, although the positive impact that new staff have had across the organisation was highlighted. The Board suggested that the accompanying mitigations be reviewed in light of the potential impact of the impact that can occur when replacing staff members who

### **Items to Note**

Management

Directors noted the Managing Director's report. It was reported that the volume of absenteeism due to COVID had reduced, with members of staff who have tested positive having had mild symptoms and continuing to work from home.

The Board noted that materials shortage had continued to ease but the timing of deliveries of certain materials remains sporadic and difficult to predict. A particular issue was identified in the sourcing of fencing materials.

There were currently thirteen reservations, twelve exchanges and forty-five sales completions in the financial year. All plots had now been secured to achieve the 70 plots included in the Q3F. The cost to complete for each scheme had been reviewed as at the end of December 2021. There had been no significant movement, other than Brook View



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have left their position. The risk associated to land acquisition was discussed and the significant impact that it could have on the overall development programme. Assurance was provided as to the strength of the current development pipeline.

which continued to perform well. An Extension of Time claim remained outstanding on Finch Dene and a variation account was still to be agreed in respect of both Lineside and Prescott Road.

There had been further improvement in the NHBC customer surveys over the last two months, with the score for Recommend a Friend now standing at 83%. Since the 1 April 2021 there had been 23 surveys for completions during April to December, with only one customer who would not recommend. The current score stood at 95.7%.

The new approved core house type planning drawings were being worked up into full detailed working drawings for each house type. As part of the works to the new house type portfolio the potential impacts of new building regulations Part L & F Interim and Future Home Standards were being reviewed.

The Board noted reports on Director's Duties, Market Update as at 8 February 2022 and Prospect's Annual Plan of Work.

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**Riverside Care and Support Committee 17/02/2022 Attendance 100% Length 3 hrs Mode: VC**

### **Assurance and Risk**

The Committee received an update from the Executive Director and noted the impact of the Malware attack on all areas of the business. It was further noted that multiple lessons learned exercises will be undertaken and that there is mitigation against future attacks through enhanced IT resilience and business continuity. The HIVE survey results were better than before Covid, despite challenges, and the

### **Items to note**

The Committee discussed lessons learned from the recent infrastructure failures at Weetslade Court noting that this will feed into development criteria for access, more resilient supply chains and a capital investment plan is being developed to seek to avoid issues escalating.

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workforce is being listened to. A lessons learned exercise is underway in Ambient Care with work at one site remaining outstanding.

The Committee received an in-depth report on Customer Satisfaction in Retirement Living which had seen a decline in satisfaction, especially in the last quarter. This was largely driven by 'Listening to Views and Acting Upon Them' which had reached its lowest satisfaction level seen in C&S, however it remained ahead of the Group average. Customers' comments were shared to illustrate the issues experienced. While the satisfaction rate was impacted by the Malware attack, satisfaction was declining prior to this and the actions to resolve the situation were discussed and progress will be reported back to the Committee.

The Committee received the financial performance results to the end of December 2021. Movement was seen from the transfer of Impact schemes in Region 1 adding to the projected surplus. The Malware attack led to a small loss recorded in voids and arrears, however the impact of Covid was less than anticipated within the current year and there was an underspend in health & safety as a result. The Committee discussed inflation and interest rates which are factored into the business planning cycle and how C&S was projected to end the financial year.

The Committee received an update on operational performance and noted that the Malware attack had impacted performance however this was less than anticipated. Colleagues were praised for their flexibility and responsiveness for the emergency response and over the past 2 years. Staff welfare was acknowledged as a business continuity issue. There is a backlog with arrears which had been paid but not uploaded into systems which should address some of the loss reported in the accounts.



The Committee received an internal audit report, an audit into safeguarding had led to one Grade 1 recommendation relating to operatives at Riverside Direct. Two further recommendations were completed and one was delayed due to the Malware attack but was due to complete at the end of February. Committee members were invited to comment on the future audit plan.

The Committee received a Quality and Compliance Report noting a project team has been established to address inconsistencies in dates of DBS renewals

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The Committee received annual reports on Safeguarding and Building Safety.

The Committee reviewed its Annual Plan of Work.

The Committee received highlight reports from the Group Board, GAC, CEC and minutes from the RCVE.

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highlighted in migrating to a new system, these renewals are conducted as good practice and are not a requirement.

The Committee received an updated Risk Register. Separate risks around Managed Agents have been added and Hull PFI procurement is retained.

The Committee received a report on Building Safety Compliance noting that recovery from the impact of the Malware attack on gas servicing has been swift with full recovery expected by mid-March. Some lift load inspections and asbestos inspections had been delayed but were due for completion in February. Overdue domestic electrics inspections were increasing but are moving to compliance with full completion expected by summer.

The Committee received an update on Business Development, noting net growth is in a good position with a success rate of 82% of bids made and a strong tendering pipeline with several tenders anticipated in the coming months. It was noted that the economy was volatile and operating margins on bids could be affected, it was noted that audit and finance review scheme viability, with a 6 month review undertaken on new services to check they are performing as expected.

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**Governance and Remuneration Committee 17/02/2022 Attendance 100% Length 1.5hrs Mode: VC**


#### **Remuneration**

GRC considered and agreed the proposal for Executive pay and agreed to recommend to the Group Board the CEO pay award which is included on the agenda at item 8.

#### **Items to note**

##### **OHG Resident Member Position**

The committee noted the current status regarding the OHG resident member position. There was an intention to revise the TRGL and OHGL Rules to ensure alignment. A specific intended stipulation would be to clearly specify that the resident Board member had to be a resident or live in the property, with the expectation





### Assurance and Risk

The Committee welcomed the Executive Director of Customer Service' report focused on progress made against all current issues affecting customer service across the business and their RAG status. The Committee highlighted, in particular, that Income Collection was the only area rated red due to the high level of Arrears, however, noted the work to introduce text campaigns and further training to CSC colleagues and was assured that Arrears would be in a stronger position by the end of the financial year. The Committee also raised concern in relation to CEC performance which had been impacted by backlogs due to the malware attack, Covid and other sickness-related absences and vacancies, noting the progress made with recruitment and improvement to call handling times since staff had returned to the office. The Committee requested further visibility of CSC abandonment and call wait time performance over the last 3 months and for feedback and customer response to rent increase letters to be included in the next update report. The Committee noted progress with South Central EICR compliance and was assured that the target for full compliance by 31 March 2022 would be achieved. The Committee acknowledged the unprecedented challenges faced by colleagues and congratulated all for the progress made.

The Committee reviewed the draft Customer Satisfaction Improvement Plan for 2022/23 and was pleased that this now incorporated enhancements requested by the Committee, including links between customer insight and the improvement actions developed to address customer concerns, actions aligned to regulatory standards where possible and RAG rated to demonstrate progress. The Committee requested further detail to be provided for the 4 key driver areas and increased focus and visibility around Repairs and contractor performance, including actions being taken to improve customer satisfaction to enable the Committee to provide assurance to Group Board. The final Customer Satisfaction Improvement Plan will be submitted to the April CEC meeting for approval.

The Committee reviewed the Riverside Home Ownership Risk Register and requested further detail on outcomes of the stock condition survey, in particular, the associated financial risk. The inherent risk of Safety First score of 12 was highlighted

### Items to note

The Committee agreed to defer the approach to customer communications to a future meeting following completion of the customer consultation process.

The Committee reviewed KPI dashboards and Financial Performance reports and requested the inclusion of additional Repairs and Maintenance metrics be explored and for the separation of Social Housing and RHO Dashboards for the next 3C's report.

The Committee reviewed and approved the proposals set out in the CEC Working Group Improvement Plan to support the shift to a more customer focused CEC, with assurance around the consumer standards right at the heart of the Committees' thinking and greater emphasis on the role of customers in shaping plans. The Committee was pleased to note proposals for revising the reporting template had been welcomed and a standard reporting template for use across all Boards and Committees was out for wider consultation ahead of roll out for the new financial year.

The Committee also reviewed its 2022/23 Workplan and Terms of Reference and agreed that the CEC Working Group further discuss the frequency of regular assurance papers to the CEC.

The Committee received a comprehensive spotlight presentation on Lettings, highlighting, Lettings performance, current data gaps and challenges and an overview of improvement activities in progress or planned. The Committee noted the impact of the Malware Attack on relets and digital sign ups and support provided for the most urgent rehousing cases where customers were affected by or at risk of homelessness. Empty Homes Rent Loss

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as low compared to the inherent risk of Customer Service score of 16 and requested a review of relative risk scores. The Committee also requested submission of the RHO Customer Service Improvement Plan to the next meeting.

The Committee reviewed the four risks from the Groupwide Strategic Risk Register and noted the increase in Cyber Security Risk.

The Committee received assurance from the report on the Malware Attack findings and that the lessons learned would be implemented and monitored by the Business Continuity Steering Group (BCSG).

The Committee noted the update from the new Business Assurance function and the role the team played in addressing risk and driving improved outcomes for customers. The Team would build strong relationships with other departments, including Assets, adding value and building capability within operational teams, through knowledge transfer and support, to enhance capacity to deliver business-led change.

The Committee noted the Annual Building Safety Report and the range of actions completed to support key priorities, including, changes in response to pending government changes in relation to management of High Risk Residential Buildings and future legal responsibilities and accountabilities, improvements to customer engagement and implementation of Customer Engagement Strategy. The Committee requested further context around the numbers in the report, a year-to-date snapshot of tests to identify how many tests should have been carried out and update on the outcomes of the stock condition survey to be provided to the next meeting.

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performance was on track to achieve the 1.1% target by year end. The Committee was pleased to note the service improvements made, including, Customer Journey Mapping, process review workshops and the holding of a 48-hour improvement event. The Committee also noted the tenancy sustainability advice and support provided to customers during pre-tenancy checks and referrals made to appropriate support services.

### Assurance and Risk

The Committee noted the actions taken to deliver compliance with the NHF Code of Governance 2020 and were content that a compliant position would be reported for 2021/22. The Committee agreed a proposed Board composition document, a number of governance policies and an enhancement to Riverside's EDI statement in the Standing Orders.

The Committee discussed succession matters across the Group including OHGL and agreed proposed actions and priorities for succession planning in the forthcoming 12 month period.

The Committee approved the appraisal programme for 2022 however asked that the timetable be moved to earlier in the year which has been completed.

The Committee approved a pay award for an Executive Director and Director.

The Committee noted an update on whistleblowing matters and were content that these were being appropriately managed.

### Items to note

Liz Turner was appointed for an additional 6 month term as a Trustee of Foundation Board.

The Committee agreed to recommend Sam Scott as CEC Chair and Board Member.

The staff pay award for 2022 was noted.

The Committee noted an update on delivery of the Governance Team Plan and Projects and acknowledged the significant work currently being undertaken.

The Committee noted an update on integration matters.

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### Recommendations to Group Board

To approve Sam Scott as CEC Chair and Board Member – included as item 3.5 on the agenda.

To approve the Non Executive Remuneration Policy – included as item 3.6 on the agenda.

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