

## **TRGL BOARD MEETING**

## **ITEM: 4.1**

The Board is asked to **NOTE** the update on Committee and Subsidiary Board Activity for the period 13 December 2021 to date. Minutes of all meetings in the period can be found on Convene or are available upon request.

**Riverside Group Pension Trustees 29/9/2021 Attendance 100%, Length 3hrs, Mode: VC**

### **Assurance and Risk**

RGPS Strategic Plan – Was discussed - The aim was to bring together the Trustee's financial and operational strategies into one document in order to record the key objectives for the Scheme. Further work on this would be undertaken.

Trustee's Report and Financial Statements (TR&FS) for year ending 31 March 2021 - The Chair was authorised to sign the TR&FS, including the implementation statement, and the letter of representation on the Trustee's behalf.

Risk Register – A number of amendments were made to the following risks: - Sponsor insolvency, Inappropriate funding assumptions, Exposure to fraud, Non-payment of, or inability to afford, Employer contributions.

Board Effectiveness – Was discussed following the Board appraisal. There was endorsement of the current four business-as-usual meetings a year, with a possible additional half-day for strategy. There was support for continuing use of sub-groups for specific issues. An element of collective, scheme-specific training be retained, but the Trustee should leverage off any general online training.

### **Items to note**

Prior to the Trustee's meeting, training took place on the powers and discretions of the Trustee under the Scheme's Trust Deed and Rules, given by CMS. The training session lasted for 1 hour.

The following reports were noted: - Employer Covenant - Quarterly Update Report; Funding Update; Quarterly Investment Monitoring Report; Implementation Statement; Long-term Evolution of the Investment Strategy; Administration Report; Member Communication Plan, including approval of member newsletter.

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**Riverside Customer Voice Executive 6/10/21 Attendance 69%, Length 4.5 hrs, Mode In Person 6/12/21 Attendance 69%, Length 1 hour, Mode: VC**

### **6 October 2021**

Consultations:

Final draft of Customer Involvement Policy

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Customer consultation on governance and scrutiny (to meet the Tenant Involvement and Empowerment Standard).

Amendments to Responsive Repairs Customer Satisfaction Survey

RCVE request to explore how disabled customers are able to update their E&D details with us to identify as 'disabled'. The RCVE heard how there may be barriers to customers being able to update their E&D profile in relation to disability. Request for Equality and Diversity Manager to attend a meeting to explore this.

Discussion on the pet policy and how they appreciate that Riverside is trying to be more dog friendly but that the issue can be complicated for customers. The RCVE would like to be involved.

#### 7th October

Training by the Digital CSC team on moderating the RCV regional facebook groups. Two groups are active with customers mainly reporting issues with repairs. Agreement that the RCVE would actively moderate the groups and signpost customers to the main Riverside facebook site to report repair issues. For vulnerable customers who are unlikely to visit the main Facebook page and where the issue is serious, the agreement was that the moderators would contact the Digital CSC team direct via email.

15th November

Focus group session with RCVE on the approach to the customer consultation on governance and scrutiny.

#### **AGM 6 December 2021**

Brief overview given of successes of 2021.

Accounts were agreed.

#### **RCVE meeting 6 December 2021**

Consultations:

Annual Rent Increase 2022-2023. The RCVE were dissatisfied with the increase.

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The RCVE were informed by Head of Policy; Rent and Service Charge, that there will be no annual service charge consultation this year because of the IT disruption. RCVE requested to hear more about what Riverside are doing to address damp and mould.

#### RCVE work plan update

The scrutiny on Anti-Social Behaviour commenced 12th November. The scoping document is still being finalised but early indication is that they will focus on quality assurance.

The regional hubs are not active yet other than as facebook groups where customers express issues with Riverside. Work will continue on this in 2022.

Planning day 3rd Feb to plan for 2022.

Customer Complaint Panel- 14 complaints reviewed by the Customer Complaint Panel.

Customer Inspections have recommenced.

**Prospect 20/10/2021 Attendance 71%, Length 2 hours, Mode: VC**


#### **Assurance and Risk**

Hollins Cross, Burnley – Assurance was provided as to the robustness of the proposal, the Prospect (GB) Ltd Board formally APPROVED the development of 200 new build 2-, 3- and 4-bedroom properties. The intention was to provide a policy compliant 10% Affordable Housing provision on site. A refundable deposit would be payable on exchange of contracts. The remainder being paid upon the receipt of a satisfactory planning permission. Due diligence had been carried out regarding technical matters and appropriate abnormal costs had been allowed for. The proposal had been considered, and recommended for approval, by the Investment Appraisal Committee on 15 October 2021.

Managing Director's Report - There continued to be a small number of COVID-19 cases reported amongst staff, although the impact continued to be managed, whilst there had been no significant health and safety issues raised since the last report.

#### **Items to note**

Management Accounts for Period ending 30 September 2021 -



#### **Market Update**

Risk Register - It was proposed that the risk relating to materials shortages due to increased demand be reviewed given the

[REDACTED]

been received during April to June and all stood at 100% Recommend a Friend, which indicated the significant area of focus that had been devoted to improving the overall score.

Following the discussion at the last Board meeting the bonus targets for 2021/22 had been issued to all staff. Two changes had been made to the targets following feedback from the Board.

It was noted as extremely encouraging that The Ridings had won two awards in September, Insider North West Residential property award for the Large Development of The Year and the Residential Development in Lancashire award at the UK Property

[REDACTED]

terial shortages, and the steps taken to mitigate this risk. It was acknowledged that the industry wide shortage of materials and transport was affecting all programmes and projected completions. Work remained ongoing to minimise the number of homes impacted by handover delays and dialogue was underway with Homes England to ensure grant was still received as forecast.

Clarification was sought if customers had been made aware of the potential delays in order that customer expectations could be managed. Assurance was provided that a communication had been issued to advise of the latest developments.

current situation in the sector, noting that the issue related more to satisfying existing demand rather than an increase.

The current risk rating for the impact and recovery from Covid was to be reviewed from a current rating of 4 for likelihood and 4 for impact. It was suggested that the ratings be amended to 5 and 3 respectively, given that the pandemic was ongoing but the impact was being effectively managed.

Appraisal Action Plan Update - The Board noted the progress made against the actions previously agreed as areas of focus - scheduled for completion before March 2022. The positive progress made to date was highlighted, particularly in respect of strengthening the strategic focus of the Board to further support the leadership of the business. It was noted that Board reports provided an overview of all key areas of the business, accompanied by relevant Heads of Departments attending the meeting, to provide a more overarching strategic view of the key priorities. Areas of particular focus included development, Budget and sales projections, measured against the long-term Business Plan. Allied to this a strategy day and additional site visits would be arranged early in the new year now lockdown restrictions were easing.

**Assurance and Risk**

**Items to note**

21 October 2021

Annual Assurance Statement

The Board considered the Scottish Housing Regulator's Statutory Guidance on Annual Assurance Statements and the outcomes of the management self-assessment process set out in the Regulatory Compliance Assessment Report, the Covid-19 Actions Report and the related evidence and thereafter approved the content of the Annual Assurance Statement for signature by the Chair and its subsequent submission to the Scottish Housing Regulator.

Grounds Maintenance Tender Award

The Board noted that the tender for the Grounds Maintenance Contract in Scotland had been carried out as part of a Group-wide tendering exercise and thereafter approved the award

2 December 2021

Progress Reports on Development Projects

The Board noted the update report on the Association's current development projects.

Income Collection Performance Report

Key points noted were – arrears had increased since the changeover the using new Income Collection service in October which was attributed to training being required for the new Team on the Scottish recovery process and also the end to the

Chair's Action Procedure

The Board noted the Chair's decision in line with the Chair's Action Procedure in relation to the ARC data correction.

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#### OSCR Annual Return

Following consideration of the proposed Annual Return to OSCR, the Board approved the on-line submission of the Return to OSCR.

#### Loans SONIA Transition

APPROVED the Resolution agreeing the legal documentation enabling the transition from LIBOR to SONIA and DELEGATED AUTHORITY to the Authorised Signatories for the loan to execute all legal documentation required to give effect to the transition of the Lloyds loans from LIBOR to SONIA as required.

#### Board Member Recruitment

The Board agreed to commence a Tenant Board Member recruitment process, commencing in the New Year and that the Chair should consider and agree the proposed recruitment panel.

#### Complaints Policy

The Board approved the revised Riverside Scotland Complaints Policy.

#### Contract Tender Awards

Board approved the tender awards for the following contracts which had a maximum term of up to 15 years (10 + 5):

[REDACTED]

#### Loan Facility

£20 UC uplift. Board noted good partnership working between Riverside Scotland Housing staff and the Income Collection team to date.

[REDACTED]

#### Financial Performance

[REDACTED]

to Asset Services, where price increases and a shortage of materials could impact our ability to deliver planned works.

#### Repairs & Maintenance Service Risk Mitigation

The Board the noted actions which had and would be implemented by the Senior Management team to effectively manage the responsive repairs and maintenance service delivered by Mitie through to the end of the contract in March 2022, and ensure continuity of service to customers.

#### Equality, Diversity & Inclusion Action Plan

The Board noted the contents of the EDI Action Plan Monitoring Report.

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### MD Report

Key points noted were: - Bank Street offices update, new working arrangements, data breach update, review of NHF Code of Governance and the Malware attack.

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**Impact 26/10/21 Attendance 100%, Length 2 hrs, Mode: Face to Face**

<b>Recs to Board</b>	It was recommended to Group Board that they dissolve the Impact Committee. Assurance is provided in the notes below and detailed papers to Committee who wished to confirm that they have met their Terms of Reference and the Pledges have been met, the business has been fully integration and they have discharged their duties effectively.
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#### **Assurance and Risk**

Committee were happy to see that electrical inspections were now been completed with the aim for the outstanding inspections to be complete by the end of the year. There are 3 outstanding gas safety checks which are in the legal process.

The final strategic risk register was presented and has been effectively migrated to either a Riverside Strategic risk or operational processes.

Concern was raised over repairs and customer satisfaction within Riverside but acknowledged the good work to maintain 28 days' timescale for the Impact customers.

The integration of Impact was completed successfully and has created a blueprint for future mergers.

A detailed report was provided on the pledges which have all been met, with two delays but work in hand to get these complete and on track. This was also audited by the Business Assurance and ratified.

It was confirmed that there are no outstanding Internal Audit recommendations, and it was noted that Impact has been very responsive in terms of all audits undertaken.

#### **Items to note**

The handover of the data from the Assets & Liabilities Register to Riverside.

Continued performance and comparisons which can be audited in the future.

Finances show an adverse variance due to some final account adjustments and corrections before moving into Riverside and some errors in accounting for garages and managing agents.

Committee would have liked feedback from Group Board on their views of their effectiveness prior to closing.

Thanks was noted to Carol for her support as an Impact Board member and a champion of the pledges and a thank you for the letter to Committee members.

Thanks to outgoing Committee members were noted and for those remaining in the Governance community.

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Committee can assure Group Board that they have fully met their Terms of Reference and have carried out all necessary business.

**Foundation Trustee Meeting 26/10/21 Attendance 100%, Length 1.45 hours, Mode: VC**

**Assurance and Risk**

Liz Turner, Director of Business Development, had been appointed as an interim trustee for 6 months to ensure compliance with the Trust Deed and reduce the risk of the Board meeting without a quorum. The Board accepted the strategic reasons for pausing recruitment but requested that this should be only short pause.

The Governance Team reported on a preliminary assessment of the application of the NHF Code of Governance to the Riverside Foundation to identify where there were exceptions.

A number of minor amendments were made to the Risk Register.

The Board agreed the Summary Assurance – Appraisal Activity 2021 for both group and individual appraisals, the outcomes and update on their objectives which they agreed not to add to at this stage. The individual Trustee action plans would be shared.

**Items to note**

Management and Operational Update.  
Small Bids Progress Report – Thanet Community Games.  
Riverside Foundation Finance Report  
Evolution of Tenancy Sustainment Services: The Homes and Communities Team Update.  
Governance Best Practice – Directors Duties – Annual Reminder.  
One Housing – Merger Update.

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**Group Treasury Committee Meeting 27/10/21 Attendance 100%, Length 1.15 hour, Mode: VC**

**Assurance and Risk**

Approval was given to a number of consent letters and to the positions agreed with TRGL lenders to date which were necessary to be able to enter into the proposed transaction with One Housing Group Limited.

**Items to note**

Decisions made between meetings:

- Orchardbrook - Deed of Variation.
- Compliance Certificates – signing.
- Transition of existing loan portfolio from LIBOR to SONIA.

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**Evolve Board Meeting 29/10/21 Attendance 100%, Length 2 hrs, Mode: VC**

**Assurance and Risk**

The Board is closely monitoring performance within Riverside Direct and reviewed the Riverside Direct Service Plan and Performance Plan. The Board noted a vulnerability to providing maintenance in some Care Schemes under new government guidelines due to a lack of fully vaccinated operatives in that area, these are currently being covered by contractors. Completion of mandatory training is being closely monitored. Staffing is causing a concern as the labour market was highly competitive. A matching exercise is being conducted within Riverside Direct.

The Board received an update on performance within Evolve.

Staffing levels continue to be affected by COVID-related absences and annual leave. In addition, recruitment and retention is an issue. It was reported that there were some problems within the supply chain in Kitchens leading to failed deliveries to sites. Directors were informed that a process for operatives to better report damp and mould when visiting properties is being improved.

The Board discussed the levels of complaints and customer satisfaction in detail.

The Board received a Finance Update and noted that there has been an increase in incoming repair work however there has also been a large increase in costs. IT was confirmed that the Q2 forecast had not been revised and there was confidence that it will be achieved.

**Items to note**

Received the Gender Pay Gap Report 2021.

Received the Annual EDI Report.

Reviewed the Health & Safety Policies and Procedures to bring into line with those policies adopted by the TRGL Safety First Group, with the exception of the Health and Safety and Environmental Policy Statements remain as distinct Evolve policies.

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**London Development Committee 10/11/21 Attendance 100%, Length 2.5 hrs, Mode: VC**

**Assurance and Risk**

Programme Overview - In terms of the GLA Agreements for the London Regeneration Programme and Affordable Homes Programme 2021-2026, the GLA had confirmed that where allocations would not be spent, suitable replacements homes for the programme should be found. To compensate for the 54 homes at Friars Close lost under the 2016-2021 programme, efforts were underway to identify a further 29 homes, in addition to 9 Shared Ownership homes already approved at Gillan Court and 16 additional homes proposed at Calverley Close. In terms of the 2021-2026 GLA programme, the final allocation of 151 homes had been announced in September and receipt of the contract for this programme from the GLA was awaited for review before signature by both parties.

The Risk report had been amended to take account of the inflationary pressures that were currently affecting building prices, with building materials shortages becoming increasingly commonplace, and price rises likely to be sustained at least until 2022.

In respect of Geoffrey Close it was confirmed that, following a successful planning committee on 31st August, negotiations for the Section 106 document were continuing, with a mid-November target date to sign the agreement. Should this timetable be met, and the planning decision notice issued without delay, a start on site in January was anticipated.

In respect of Pike Close the planning application had been submitted on 3<sup>rd</sup> August, whilst the formal JV documentation was signed with Countryside at the end of August. The planning outcome was anticipated in January 2022.

In respect of Gillian Court, it was confirmed that, following IAC approval to enter into contract and GLA approval for grant above the tariff rate, negotiations had continued

**Items to note**

OHG Merger Update - Significant progress had been made, with a gated approval process having been gone through to ensure that all key objectives were met within designated timescales, and the final approval process being Gate 4, which was to be considered for approval to proceed by both TRGL and OHG Boards later this afternoon (subsequently approved).

This process had been overseen by both the Joint Advisory Committee and the Joint Action Group, with designated Executive leads for both in order to effectively oversee the process in order to provide the required level of assurance. Significant work had been undertaken to refine a revised governance structure in light of the merger, which would include the formation of a new Group Development Committee (GDC) to oversee joint development activity. This newly formed GDC would replace the London Development Committee in its current form and would have an extended scope beyond the London based focus of this Committee. Draft Terms of Reference had been drafted for consideration by TRGL Board. Recruitment for the GDC was underway and the Chair encouraged all members to apply in order to continue the excellent and productive work that had been undertaken as part of the LDC.

Appraisal Objectives Update - The Committee noted the update on appraisal objectives set following a review of its performance and effectiveness in the previous 12-month period in May 2021 and reviewed progress in achieving these objectives at what was the mid-

with the preferred contractor, and tenant engagement would take place before any works commenced (January 2022) in order to reaffirm the TRGL offer.

In respect of The Moorings and Anchor House, Newham, it was confirmed that, after a significant period of review, it had been agreed to pause work on the site. The original proposal was to develop up to 121 new homes, including 48 replacement homes and 26 additional affordable homes, plus 47 homes for outright sale. However, despite positive encouragement from the GLA to take up extra funding under the 2016-2021 programme, it had become apparent that it would not be possible to meet the target dates. It was stressed that the costs incurred to date had not been written off and there may be opportunities to review this decision over time, particularly in the context of other local property assets that may be acquired by the merger with One Housing Group.

With regard to Friar's Close, following approval to enter into a Joint Venture with the preferred partner, Heads of Terms had been agreed. The importance of keeping the GLA informed of the decision to not take up the 2016-2021 allocation for this site was stressed, although they were aware of the plan to review the strategy, which could facilitate the provision of more affordable homes, if successful. In response the GLA had requested efforts continue to identify replacement homes for this allocation.

In respect of Calverley Close all relevant approvals to proceed from both the Board and Investment Appraisal Committee had been received. The delivery programme would be via a single decant strategy of existing residents, in line with the Landlord Offer, which had been confirmed in the recent successful ballot. The final planning application would be made in February 2022 and it was anticipated that the scheme would be heard at a Planning Committee in July 2022.

point in the year. It was acknowledged that that, on the basis that both the scope of the Committee and its composition would be subject to change should the merger with OHG proceed, it would be expected that the newly formed Group Development Committee would agree further objectives at an appropriate point post-merger.

A walking tour of OHG stock.

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**Riverside Care & Support Committee 11/11/21 Attendance 89%, Length 2.5 hrs, Mode: In-person**

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**Assurance and Risk**

**Items to note**

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The Committee were informed of the approval of the merger with One Housing Group effective 1 December 2021.

The Committee was provided with an update by the Executive Director of Asset Services in respect of challenges being faced with overdue repairs resulting from recruitment and retention issues and an increase seen in demand. An update on damp and mould was provided in response to an ITN report on the subject.

The Committee were updated about maintenance issues affecting the lift and heating system at Weetslade Court. The Committee were informed that the faults had now been resolved and colleagues were praised for their resilience. Fire Safety works within Ambient Care were nearing completion however delays caused by Covid and availability of materials had caused significantly increased cost due to the need to employ fire marshals.

The Committee were advised that Local Authority tendering activity had remained slow and is likely to fall below target by year end however net business growth is favourable.

The C&S Financial Performance to 31 May 2021 was presented. It was noted that C&S was operating with a slightly favourable variance to budget.

The Committee received a report on Specialised Support Housing and Compliance with the Rent Standard.

The Internal Audit Highlights were presented, the Committee noted that there were two new audits into SP Provider and Lone Working, it was found that the requested improvements in loan working had been embedded. There were no outstanding Grade 1 audits.

The Care and Support Risk Register was received and noted that a number of risk ratings had increased in response to changes in the operating environment.

The Committee received an update on building safety compliance.

A positive Customer story was shared, highlighting co-production in procurement for Supported Housing accommodation.

The Committee received the Annual Care Services Report.

The Committee received the Ending Homeless Together Year End Report.

The Committee received an update on EDI, including efforts being taken towards including customers.

The Committee received updates in Operational Performance.

The Committee received an update on the Hull Extra Care Scheme and noted that the Facilities Manager has resigned.

Received the Quality and Compliance Report and noted that the ISO 9001:2015 accreditation visit had taken place and identified no instances of non-conformity.

The Committee received an update on Appraisal Objectives.

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### Assurance and Risk

The Committee received the Executive Director of Customer Service' report, highlighting, in particular, the update on the Repairs SLA and actions being taken to enable a return to the 26-day timescale by March 2022, including tracking of demand, attrition rates, recruitment and vacancies and recruitment of additional sub-contractors to assist with backlogs. The Committee also noted work on a Customer Journey Mapping would have a positive effect on overall performance of the repairs service.

The Committee also received an update on the recent Malware attack and the impact on the business, highlighting, in particular, the customer impact and noting that care calls had been made to all Helpline customers. The Committee requested further detail around the support for vulnerable customers and mitigations in place for the risk of system outage be added to the Risk Register.

The Committee reviewed the Social Housing Risk Register, noting key changes and assessment against the RSH Sector Risk Profile had been carried out to ensure emerging risks were captured. The Committee received assurance that the potential implications of the proposed rent increase would be factored into Income Collection risks. The Committee also reviewed the four risks from the Groupwide Strategic Risk Register and Internal Audit Highlights report and was pleased to note the assurance provided from the audit of the Complaints Handling Improvement Plan.

The Committee noted an update on progress in the completion of the business assurance recommendations on the Warning Marker process, along with details of the proposed approach to Lone Worker out of hours activities in line with the new 'hybrid' worker definition, noting that the new process now including the requirement to review the risk assessment for lone working activities to ensure risks are considered prior to engaging in the activity.

### Items to note

A positive Customer story relating to an Impact Housing customer whose life had been transformed through intensive intervention support was shared, highlighting multi-agency working in partnership and support from Impact's Tenancy Sustainability Officer had resulted in the customer no longer being at risk of homelessness or deportation and gaining access to services and income and was a great example of Housing Management excellence.

The Committee noted the 2022/23 Rent Variation report and proposals to increase social and affordable rents in England by 4.1% (CPI + 1), highlighting, in particular, the customer impact, requesting the inclusion of further detail around customer outcomes. The importance of providing context and signposting for help and support in relation to money advice and tenancy sustainment within customer communications was also highlighted and the Committee requested that RCVE review communications ahead of issue to customers.

The Committee agreed to defer the spotlight on Tenancy Sustainment to the January 2022 meeting.

The Committee was pleased to note the significant progress made with Regional Plan objectives and key projects and agreed to focus on each of the three regions through spotlight sessions, continue with CEC regional 'buddies' and to introduce a neighbourhood/community story at future CEC meetings.



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[REDACTED]

The Committee scrutinised the new format KPI reports covering Customer, Compliance and Cash Leakage, highlighting, in particular, the data migration issues associated with Impact and Guinness transfers. Assurance was provided as to the extensive data assurance checks being carried out to ensure systems were reflective of the reported compliance status and that manual checking of certificates to identify and prioritise those without appropriate certification would be completed in January 2022. It was confirmed that the scope for audits on building safety considered risks to data quality, including controls in place to ensure duty of care requirements were complete and accurate.

The Committee also reviewed the Customer Service report, noting performance had been impacted due to a number of factors, including, vacancies within CSC and Income Management Teams, trade shortages and IT challenges affecting calls, emails and My Riverside and that an action plan to mitigate impact on service had been deployed.

[REDACTED]

[REDACTED] The Committee noted that plans to closely monitored in view of ongoing issues in meeting repair obligations.

The Committee received a comprehensive report on Income Collection performance, noting the challenges being faced and assurance as to the mitigations in place to achieve as strong year end performance as possible.

The Committee reviewed the Customer Involvement and Engagement Policy and requested a wider consultation exercise be conducted to determine the future strategy, including further evidence of feedback from RCVE, the customer voice in both influencing and linking to governance structures and reference to embedding into practices, compliance with Tenant Involvement and Empowerment, the Charter for Social Housing Residents and ensuring customers are part of decision making processes, as required by the NHF Code of Governance 2020. Jackie Grannell offered to work with Officers to carry out a more detailed review, the outcomes of which would be reported back to a future CEC meeting.

The Committee noted reports on CEC Appraisal Objectives and progress made in achieving agreed objectives for 2021/22, Schedule of Board Member duties and responsibilities and EDI Action Plans for Customer Experience and Customer Service Centre.

#### **Assurance and Risk**

##### **Group Risk Register,**

The risk register had been updated by the Executive Directors. The latest update reflected the recently published Sector Risk Profile. The Committee's attention was drawn to the changes highlighted in the report. The inherent risk relating to IT had been increased to 20 following reflection on the consequences of a data breach and a recent malware attack. The report contained an appendix which gave an indicative timeline for recovery from a recent Malware attack. The Committee also received an update at the meeting on the latest position re the Malware attack. The register was comprehensively reviewed at the meeting.

##### **Future Merged Risk Register**

The Committee considered the slides which had been presented to Group and provided its views on the Combined Risk Themes and the approach taken.

##### **External Audit Plan for the year ending 31 March 2022**

The Committee noted a report from BDO on the draft planned audit strategy for the year ending 31 March 2022, comprising an analysis of the significant components of the Group and materiality; key audit risks and the planned approach to these; results of the initial planning audit visit, where they had performed high level testing on the internal controls relevant to the audit; together with timetable and the BDO team.

##### **Internal Audit Highlights Report**

The key findings from audits since September 2021 were comprehensively discussed. They included: - Safeguarding; Care & Support — Lone working; Complaint handling; Corporate policy framework; Legal and regulatory compliance; Accounts Riverside Scotland — Regulatory compliance and Impact promises.

#### **Items to note**

##### **Merger Update One Housing**

The Committee noted an update.

##### **Update on the Appraisal and Action Plan**

The Committee noted progress to date on observations from Campbell Tickell – the actions from which had either all been completed or would be shortly. Also progress on the actions arising from the Group appraisal.



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#### Consolidated Breaches Update and Compliance Assurance

The report noted that in the three months to 31 October 2021 no instances of fraud had been recorded. In Q3 there were a total of 24 Data Protection breaches. Two breaches had been categorised as having high severity. In the period July 2021 to October 2021, there were a total of 5 RIDDORs.

#### Data Breach - Project Storm Update

The Committee received a comprehensive report on a recent serious data breach on the 9th September. [REDACTED]

#### Scheme of Delegated Authority changes

The Committee noted that TRGL's Scheme of Delegated Authority had been slightly updated to reflect the new development authorities under the proposed Group Development Committee Terms of Reference, following the merger with One Housing Group (OHG). Linked content in the Standing Orders had also been updated. These were 'must do' changes only and a full review would be completed for 1 April 2022. Other than for development, it had been agreed that both TRGL and OHG would retain current delegations and a new set would be developed for 1 April 2022.

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**Governance and Remuneration Committee 7/12/2021 Attendance 100%, Length 1.5, Mode: VC**

#### **Assurance and Risk**

CEO and Executive Pay - The approach to a review of Chief Executive service agreement and Executive Director terms and conditions of employment Directors to reflect appropriate

#### **Items to note**

Appointments - Patrick New appointed to the Board of Riverside Scotland in place of Cris McGuinness; Michelle Scattergood

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market positioning and best practice was approved and outcomes would be reported back to the Committee

appointed as a shareholder; appointments of Ian Campbell and John Glenton as directors of Riverside Estuary Limited.

Departmental structures - A review on an 'as and when' necessary basis, depending on the new top-level structure and Executive Director appointments was agreed. First department reviewed vertically would be Finance and Treasury.

Also noted were updates on the Governance Team Plan and Projects; OHG Merger; CiH Membership.

SHPS/ Pensions - With the support of PwC, further work to be carried out on the options for exiting SHPS and the planned approach for pensions – with options to be reported back at the next GRC meeting – this work was expected to take a year to complete.

Pay – Pay review date – this was brought forward to 1 April 2022. Performance Related Pay at OHG was discussed and it was agreed a report would be submitted to GRC in May in advance of formal recommendations to OHGL Board. It was noted that it was impractical to change arrangements before year end.

Merger Governance Risk Paper - Received and discussed. The Committee acknowledged that while there was significant work to be done there were currently no matters of concern.

Compliance with NHF Code - The Committee were content that the compliant position would be achieved by the end of the financial year.

Succession Planning Across the Group - The succession plan for Board and Committee members was developing well and all succession matters being actively managed. Priorities were - Chair of Customer Experience Committee – Sam Scott will step down from this role on 31 March 2022; Chair of Group Development Committee – Stewart Davenport will step down from this role on 31 May 2022.

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Recruitment of Chairs for CEC and GDC - Approval given to engage a recruitment specialist to support the recruitment of chairs to commence in January.

Whistleblowing – A complaint from a former employee was discussed and the Committee were content with the actions being taken.

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