



Meeting Minutes

Board/Committee:	The Riverside Group Ltd Board (the "Board")		
Date and time:	1pm 17 March 2022		
Location:	Harrison Park, North Bransholme and Ings Estate, Hull		
Present:	• Terrie Alafat	(TA)	Chair
	• Caroline Corby	(CC)	Vice Chair
	• Goi Ashmore	(GA)	Board Member
	• Ingrid Fife	(IF)	Board Member
	• Olwen Lintott	(OL)	Board Member
	• Sandy Murray	(SM)	Board Member
	• Carol Matthews	(CMM)	Co-opted Board Member
	• Erfana Mahmood	(EM)	Board Member
	• Rommel Pereira	(RP)	Board Member
	• Sam Scott	(SS)	Co-opted Board Member
In attendance:	• Paula Simpson	(PS)	Tenant Observer
	• Cris McGuinness	(CAM)	Chief Financial Officer
	• Ian Gregg	(IG)	Executive Director Asset Services
	• John Glenton	(JG)	Executive Director Care and Support Services
	• Hugh Owen	(HO)	Director of Strategy and Public Affairs
	• Patrick New	(PN)	Executive Director Customer Service
	• Richard Hill	(RH)	CEO of One Housing Group
	• Sara Shanab	(SSh)	Director of Governance and General Counsel
	• Anne-Marie Owens	(AMO)	Governance Manager (Secretary)
	• Carl Walsh	(CW)	Finance Director
Apologies:	• Stewart Davenport	(SD)	Board Member
	• Pauline Davis	(PD)	Vice Chair

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34/22	<p><u>Apologies for Absence (Item 1.1)</u> VERBAL</p> <ul style="list-style-type: none"> Apologies were noted from Stewart Davenport and Pauline Davis. 	
35/22	<p><u>Declarations of Interest (Item 1.2)</u> VERBAL</p> <ul style="list-style-type: none"> CMM declared an interest in item 8 CEO Pay Award and SS declared an interest in item 3.5 Appointment of Customer Experience Chair. The Board agreed that both would leave the meeting for these items. 	
36/22	<p><u>Chair's Matters (Item 1.3)</u> VERBAL</p> <ul style="list-style-type: none"> The Chair thanked staff who had organised the Board's site visit earlier that day which everyone had very much enjoyed. The Chair noted that a number of papers on the agenda had previously been scrutinised by a Board Committee and suggested that the Board's time might be best focussed on those critical strategic reports on the agenda including the Budget, Customer Insight, Safeguarding and Riverside Foundation. The Chair asked all Members to respond to the recent email from the Governance Team on sharing personal data for Know Your Client purposes. 	
37/22	<p><u>Customer Story (Item 1.4)</u> PRESENTATION</p> <ul style="list-style-type: none"> The Board NOTED the Customer Story presented. Following the presentation, PN highlighted that this story was a great example of listening to customers and acting in response to feedback. JG advised that the video related to a project to refurbish 3,000 bedrooms in short term accommodation. It was noted that the site visit clearly demonstrated the impact on individuals and the wider community when they are provided with a home to be proud of. It was agreed that Riverside should build on those activities that were having a positive impact but not lose sight of those occasions when accommodation was not to standard or did not meet the requirement of a customer and work to resolve and prevent. The Board asked what had happened to those individuals given temporary hotel accommodation during the pandemic. JG advised that approximately 76% had been moved on into accommodation however, there were individuals who had opted to move on in their own way. The Board agreed that the project was very successful and demonstrated the difference that the right support could make to individual's lives. 	
38/22	<p><u>Chief Executive Officer's Report (to include levelling up white paper update) (Item 2.1)</u> CONF</p> <ul style="list-style-type: none"> The Board NOTED the Chief Executive Officer's Report. 	

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	<ul style="list-style-type: none"> The Chair congratulated the team on the outcome of the Health and Safety audit, the stock disposals at St Albans. CC asked if there was any further information on Royal Quays. RH advised that, while the Government's position had changed a number of times, the most recent communication indicated that there was not an intention to capture Housing Association's in the definition of 'Developer' and therefore apply liability for cladding works (except in certain circumstances). 	
39/22	<p><u>Budget 2022/23 (Item 2.2) CONF</u></p> <ul style="list-style-type: none"> The Board received the Budget 2022/23 report. It was noted that on the 1st of December 2021, One Housing Group Limited (OHGL) became a wholly owned subsidiary of The Riverside Group Limited (TRGL). This report presented the 2022/23 Budget for Riverside excluding OHG, the OHGL Budget (as approved by their Board on 26th January) and then a combined Group position. It was noted that an additional £1m contingency for supply chain and staff pay costs and integration and pledge costs had been included. The Board noted the proposed amendments to the Golden Rules which the Board would be asked to consider in May as part of the Business Plan, had been driven by the merger and the challenging operating environment. The Board noted that OHG's Budget reflected the impact of fire safety building costs and Baycroft. CAM advised that, while the Prospect Sales Budget had decreased from the previous year primarily due to delayed land purchases, CAM, CMM and IG had recently spent the day with the Prospect senior team who confirmed that there was now a solid pipeline of land in place for development which would give greater margin and profits year on year and historical losses would be eliminated by 2025/26. The Board queried if recent events such as the Ukraine crisis and rising inflation had impacted the budget since it was last considered in February. CAM advised that the only additional contingency was £1m for supply chain and staff costs and, while there was a risk relating to the external events happening and how they would develop, further contingency was not considered prudent at this stage. It was noted that the Budget was being approved later than normal which had allowed for some consideration of factors, such as increasing material costs and inflation. CAM highlighted that Riverside's rigorous quarterly reforecasting had mitigated the risk to a degree. RP noted that, while there were unknowns, there were also risks that the business was very much aware of and could make allowances for. CAM noted that Appendix 5, Risks and Opportunities was a key document for budget monitoring. Following due and careful consideration, the Board: 	

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	<ul style="list-style-type: none"> ○ NOTED the contents of this Report ○ NOTED the Golden Rule nonadherence and the proposal to restate Golden Rules (to be presented alongside the 2023 Business Plan in May ○ APPROVE the 2022/23 Group Budget 	
40/22	<p><u>Integration Update (Item 2.3) VERBAL</u></p> <ul style="list-style-type: none"> ● The Board NOTED the Integration Update. ● RH noted that work had progressed since the last update and a more detailed (written) report would come to Board in May 2022. ● The Board noted that the integration work had now been routed through 7 workstreams: <ul style="list-style-type: none"> ○ Strategic alignment ○ Customer / Pledges ○ Governance and Leadership ○ People and Culture ○ Finance and Treasury ○ Digital – building one organisation ○ Digital – core systems ● RH took the Board through each workstream and summarised the focus and aims of each. ● The Board agreed that the workstreams focussed on the appropriate year 1 and 2 priorities and delivery of pledges. 	
41/22	<p><u>Supporting the livelihoods of customers and building stronger communities – the role of The Riverside Foundation (Item 2.4)</u></p> <ul style="list-style-type: none"> ● The Board received and discussed the report that summarised the work underway to develop proposals to support customer livelihoods and build stronger communities following the pledges made to customers as part of the merger consultation. ● The Board noted the proposal that the £2.5m annual investment pledged be transferred to the Riverside Foundation, an independent charity associated with The Riverside Group. It further noted that there were proposed conditions to the way in which the Foundation prioritised and managed this funding, setting them out in a ‘direction’ which would be reviewed every three years. ● HO set out the rationale for utilising Riverside Foundation to allocate the funds pledged and explained the conditions it was proposed to apply to Foundation’s allocation, which balanced appropriate control by the Group while allowing the Foundation Trustee Board flexibility in carrying out their role. It was noted that the conditions were included in the report under the ‘Direction’ appendix and legal advice was being sought to formalise the agreement. ● The Board noted that the governance of Foundation would be strengthened and appropriate oversight and monitoring arrangements would be in place. 	

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	<ul style="list-style-type: none"> • HO highlighted the need to commence with the allocation of funds in Year 1 with relative speed and that, while the funds would ultimately be spent strategically, in Year 1 it was proposed to spend the funding in scaling up existing initiatives that had a proven record of making a difference. This would allow the Group to make a meaningful impact on individuals' lives during what was a very challenging period for many. • IF queried if the proposed composition of the Foundation Board was appropriate. HO advised that the Direction suggest 3 new Non-Executive Trustees, including a customer each from OHG and TRGL, however further Trustees could be appointed moving forward should this be desired, including greater customer representation. It was noted that there was a Riverside customer already on the Board. • The Board asked that there was clarity in the communication of the Foundation Board composition. • CMM noted that the themes in the Direction have come directly from customer consultation already carried out. • HO confirmed that, regardless of the Foundation Board make up, it would be required to consult with the broader customer base on an ongoing basis to ensure funding allocations met the needs of the customer. • EF asked that the diversity of the working group be looked at and consideration be given to placing the money in Restricted Funds rather than a Funding Agreement. HO agreed to discuss this with the legal advisers supporting the work. • The Board asked for assurance that the funds would reach the front line effectively and quickly to meet immediate needs. HO advised that the £500k available builds on funding already distributed so there was a well-worn path for distributing hardship funding. The rules were under review and Foundation would consider the criteria for allocation at its April meeting and then delegate the distribution of funds which would largely take the form of grants to individual households. This approach would minimise bureaucracy and ensure quick delivery of funds to those who need them. • An appropriate monitoring framework would be established to ensure that Board had assurance that the money was being spent appropriately. It was agreed that Board would receive a 6-month report on progress in fund allocation at its Strategy Day, which would include an insight into Foundation in the short and long term. <p>CW joined the meeting.</p> <ul style="list-style-type: none"> • SM noted the importance of being transparent in communicating how and why the allocation of funding arrangements have been agreed, particularly as it had not been subject to an open tender process. RH commented that the OHG Foundation was not a suitable vehicle for this role and in using the Riverside Foundation to benefit both Riverside and OHG customers reinforced the message of Stronger Together. • RH noted that the Energy Advice and Intensive Intervention initiatives would be of great benefit to OHG customers as OHG had not been able to offer these services previously. 	<p>HO</p> <p>HO</p> <p>HO</p>

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	<ul style="list-style-type: none"> • Assurance was provided that the Governance Plan had been developed in line with best practice in the charitable sector and that Foundation was a well-established charity operating in compliance with requirements. • The Board asked to see a further report confirming governance arrangements including Trustee Board composition. It was agreed that a clear separation and clarity around the role of the Group Board and the role of the Foundation Board was important and SSh described each. It was noted that if there was someone on Group Board who had the capacity to join the Foundation Board then this could be explored. It was agreed that further thought would be given to the composition. • Following due and careful consideration, the Board: <ul style="list-style-type: none"> ○ APPROVED the report to note the progress that has been made in developing proposals for the investment to support customer livelihoods and communities. ○ APPROVED the transfer of £2.5m per annum (inflated) to the Riverside Foundation, subject to the direction set out in Appendix 2 of this report, with a review after three years. 	HO
42/22	<p><u>Influencing Update and Priorities for 2022-2024 (Item 2.5)</u></p> <ul style="list-style-type: none"> • The Board received and discussed the report that set out the achievements against the influencing priorities adopted by the Board in March 2019, demonstrating that significant progress has been made, despite the challenges of the political climate, pandemic and resource. In particular, it was noted that Riverside had grown its brand, reputation and voice as one of the key organisations tackling homelessness and rough sleeping. • It was noted that the merger would significantly build Riverside’s brand and voice in the sector, as Riverside was now the fifth largest provider in the country and would therefore attract attention both positive and negative. It was noted that as a key organisation in the sector, it was important that Riverside was effectively influencing and building relationships with all stakeholders with an agile approach to responding to the changing environment. • The Board queried how Riverside would carry out influencing around the cost-of-living crisis and should Riverside be now gathering customer intelligence about their experiences. HO agreed that this was an influencing priority and would continue to be for some time noting that the section of the report on Tackling Poverty was intended to address this. • GA queried if the proposed public affairs activity was stretching Riverside across a too broad range of areas. HO advised that it was problematic to identify which areas to remove. It was noted that the same time would not be applied to all matters equally, and in some areas Riverside would be one of a number of voices and it would take up less time than where Riverside was a leading voice. It was confirmed that there was awareness of the risk and it would be monitored. • In response to a query, HO advised that it was difficult to map out cause and effect in order to measure value from resources allocated. It was noted that it was also 	

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	<p>problematic to accurately map out activity as there were dependencies on third parties.</p> <ul style="list-style-type: none"> The Board queried what activity was planned to contribute to addressing the poor perception of social housing providers and their reputation of being rapacious, uncaring Landlords. It was noted that Riverside could be more ambitious in influencing the perception of the sector rather than focussing only on Riverside's reputation. HO noted that in section 3 of the report, cross cutting messages were set out which underpinned everything Riverside does. It was noted that the influencing strategy included how relationships were built from the ground upwards and developing local relationships which would support Riverside's reputation. Following due and careful consideration the Board NOTED the report and APPROVED the priorities set out in appendix 2. 	
43/22	<p><u>Group Policy Framework Update (Item 2.6)</u></p> <ul style="list-style-type: none"> The Board NOTED the Group Policy Framework report that provided an update on the Riverside Group Policy Framework, having been in place for over a year following a period of substantial review. The Board welcomed the tracking mechanism introduced. RP asked that more focus be given to measuring the effectiveness of policies to provide appropriate assurance to Committees and Boards. SSh noted that the small number of issues arising across the business indicated that policies were well embedded. JG advised that in some cases policies are the subject of audit. CMM noted that there was also a Quality and Assurance Team in place. The Board asked for the policy effectiveness assurance framework to be shared. In response to a query, HO assured the Board that improving customer involvement and consultation in the development and review of customer-related policies was the main priority of the policy advisor group which was determined that the process would be improved and be based on meaningful consultation. PN noted that wider consultation rather than smaller, local based consultation was an area for improvement. 	<p>HO</p> <p>HO</p>
44/22	<p><u>Customer Insight Update (Item 2.7)</u></p> <ul style="list-style-type: none"> The Board NOTED the Customer Insight update that provided an overview of key customer satisfaction scores and improvement actions developed to address recent concerns highlighted in customer feedback. PN advised that the Business Insight team conduct a deep dive on customer insight which was reported quarterly to the Executive Team and this was the report presented to Board (supplementing the high-level dashboard received at each Board meeting). It was noted that there had been a decrease in satisfaction. PN identified contributing factors being the Malware attack which impacted on service provision. It was noted 	

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47/22	<p><u>Calthorpe Street (Item 2.10)</u></p> <ul style="list-style-type: none"> • The Board received and considered the proposal for development of a scheme in Calthorpe Street. It was noted that Calthorpe Street formed the second phase of Taylor Wimpey’s Postmark site, which was the redevelopment of the former Royal Mail sorting office at Mount Pleasant. • RH advised that this was a section 106 and that the development was expensive being in a high value location however the benefits and value were demonstrable. • The Board noted that there were two issues which required resolution before the scheme would proceed and it was anticipated that they would be satisfactorily resolved. • Following due and careful consideration the Board APPROVED OHGL entering into a Development Agreement, and a Lease Agreement for the site known as Calthorpe Street  	
48/22	<p><u>Workington Extra Care Scheme (Item 2.11)</u></p> <ul style="list-style-type: none"> • The Board received and considered a proposed development in Workington, Cumbria comprised of a 79-unit extra care scheme and 28 general needs bungalows for affordable rent. • It was noted that on Tuesday 8th March 2022 the Development Investment Approval Panel (DIAP) approved a Gate 3 paper for the project; and it was subsequently approved and recommended to Group Board by the Group Development Committee via Written Resolution on 16 March 2022. • The Board noted that the delivery of an extra care scheme in Workington was one of the pledges to Impact Housing when they were integrated into Riverside and in terms of Homes England, this was the first of three extra care housing schemes that Riverside would deliver as a Strategic Partner in the Affordable Housing Programme 2021-26 (AHP). The Board further noted that the scheme would support Riverside in meeting key corporate plan objectives for the delivery of Care and Support homes and performance criteria required by Homes England from Strategic Partners. • The Board discussed the challenges in setting prudent and practical investment criteria and hurdles that worked in the increasingly challenging operating environment and across the geographic spread of Riverside’s investment programme. It was noted 	

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	<p>that there was a need for consistency in investment appraisal approach with due regard for the significantly different cost in London and the rest of the country however growth expectations and development decision making would evolve as required in response to the environment and to support the group programme and ambitions.</p> <ul style="list-style-type: none"> • In response to a query, CW confirmed that the Scheme would commence in financial year 2022/23 and agreed to revert with further information on the mitigation of VAT risk. • The Board asked that appropriate communications be put in place to promote this development. • Following due and careful consideration, the Board APPROVED the purchase of the land and procuring of the construction works from Atkinsons to deliver 107 new homes at Lawson Street, [REDACTED] 	<p>CW</p> <p>HO</p>
49/22	<p><u>Combined Risk Register (Item 3.1) CONF</u></p> <ul style="list-style-type: none"> • The Board NOTED the Combined Risk Register report that had been updated after reflecting on feedback received from Group Board in January, Riverside Care & Support Committee in February and EDs in March 2022. The Board acknowledged that the Register reflected comments made at the Board meeting in January 2022. 	
50/22	<p><u>Minutes of Previous Meeting (Item 3.2)</u></p> <ul style="list-style-type: none"> • The minutes of the meeting held on 20 January and 14 February 2022 were APPROVED as an accurate record. 	
51/22	<p><u>Matters Arising from Previous Meeting (Item 3.3)</u></p> <ul style="list-style-type: none"> • The update provided on Matters Arising from previous meetings were NOTED. 	
52/22	<p><u>Board Meeting Schedule 2023-2024 (Item 3.4)</u></p> <ul style="list-style-type: none"> • The Board received and considered the Board Meeting Schedule 2023-2024. • Following due and careful consideration, the Board APPROVED the proposed meeting schedule <p>SS left the meeting.</p>	
53/22	<p><u>Appointment of Customer Experience Committee Chair (Item 3.5)</u></p> <ul style="list-style-type: none"> • The Board received and considered the report setting out the recruitment process undertaken to appoint a Customer Experience Committee Chair and the recommendation of the selection panel and Governance and Remuneration Committee following completion of the exercise. • Following due and careful consideration, the Board APPROVED the appointment of Sam Scott as a Board Member of The Riverside Group Limited and Chair of the Customer Experience Committee with effect from 1 April 2022 for a term ending on 	

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	<p>22 November 2024 subject to approval by the Shareholders at the Annual General Meeting in September 2022.</p> <p>SS joined the meeting.</p> <p>The Chair congratulated SS on his appointment.</p>	
54/22	<p><u>Non-Executive Remuneration Policy (Item 3.6)</u></p> <ul style="list-style-type: none"> The Board received and considered the Non-Executive Remuneration Policy. Following due and careful consideration, the Board APPROVED the Policy for Non-Executive Remuneration. 	
55/22	<p><u>OHG Shareholder Policy (Item 3.7)</u></p> <ul style="list-style-type: none"> The Board received and considered the OHG Shareholder Policy. Following due and careful consideration, the Board APPROVED the One Housing Group Limited Shareholder Policy. 	
56/22	<p><u>Scheme of Delegated Authority review (Item 3.8)</u></p> <ul style="list-style-type: none"> The Board received and considered the Scheme of Delegated Authority (SODA). TRGL's Scheme of Delegated Authority was presented to Group Board on 11 November 2021 having been updated to reflect the new development authorities under the proposed Group Development Committee Terms of Reference, following the merger with One Housing Group (OHG). CC queried the prudence of the £1,500 for rent refunds and compensation payments. RP noted that there should be clear segregation of duties. CMM noted that this provision was the result of manager feedback advising that there were delays in customers receiving monies owed. It was agreed that this would be subject to regular audit while the new process was embedding. SM pointed out that there was a segregation of duties in place on the SODA for these payments. Following due and careful consideration, the Board APPROVED the changes set out in Appendix 1 relating to the introduction of a specific employee group for Rent Refunds and Compensation 	
57/22	<p><u>Six-month Update on Board Appraisal Action Plan (Item 3.9)</u></p> <ul style="list-style-type: none"> The Board NOTED the report that provided Group Board with a six-month checkpoint on progress made in achieving the objectives agreed in October 2021, which were based on the findings of Campbell Tickell following a Group Board appraisal exercise. 	
58/22	<p><u>Compliance Audit Report 2021/22 (Item 3.10)</u></p> <ul style="list-style-type: none"> The Board NOTED AND ACKNOWLEDGED the Homes England Compliance Audit Reports for the NSAP programme at 4 Kathan Close, Rivacre and Callender Drive. The Board welcomed the green rating for each audit. 	

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59/22	<p><u>Committee and Subsidiary Board Update (Item 4.1)</u></p> <ul style="list-style-type: none"> • The Board NOTED the report. • CMM asked Board Members who were interested in serving on Foundation Board to have a conversation with SSh and HO. • CMM noted the appointment of PN on the Board of Riverside Scotland, replacing CAM. CMM explained the rationale for the change in appointment. • In response to a query, it was confirmed that the review of risk management at Riverside Scotland was part of a wider review programme following the appointment of the new Managing Director and did not reflect issues identified. Assurance was given that any issues emerging which required Group Board visibility would be brought to the Board. • CMM advised that the strategy session at Prospect was useful in providing assurance that the land pipeline was strong and historical site issues had been resolved. The benefits would be seen after the next financial year. • IF advised that C&S had a good discussion on customer satisfaction, Hull PFI and improving expenditure planning and forecasting. • SS advised that CEC noted that good progress has been made on electrical safety issues at the PFI. The Committee had focussed on Customer Improvement Plans and had signed off an action plan to improve the effectiveness of the Committee. 	
60/22	<p><u>Operational performance report (Item 4.2)</u></p> <ul style="list-style-type: none"> • The Board NOTED the contents of the January 2022 month-end Executive dashboards. • IG noted that the Malware attack had impacted reporting and this would be resolved by the next meeting. 	
61/22	<p><u>Quarterly Development Update (Item 4.3)</u></p> <ul style="list-style-type: none"> • The Board NOTED the report that provided a summary of the development activity across The Riverside Group Limited. It was noted that the data in the report was reflective of the quarter ended 31 December 2021. One Housing Group joined The Riverside Group on 1 December 2021. The quarterly development reports for 2022/23 financial year would include One Housing Group. 	
62/22	<p><u>Financial performance report (Item 4.4)</u></p> <ul style="list-style-type: none"> • The Board received and considered the Quarter Three Forecast (Q3F). • Following due and careful consideration, the Board: <ul style="list-style-type: none"> ○ APPROVED the Quarter Three Forecast (Q3F) ○ NOTED this report. 	

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	<ul style="list-style-type: none"> ○ NOTE the four red and three amber Early Warning Signs in Section One and Appendix Two. ○ NOTED the Risks and Opportunities in Appendix Five and Appendix Six. 	
63/22	<p>[REDACTED]</p> <ul style="list-style-type: none"> ■ [REDACTED] ■ [REDACTED] ■ [REDACTED] <ul style="list-style-type: none"> ■ [REDACTED] ■ [REDACTED] 	
64/22	<p><u>Safeguarding Annual Summary (Item 4.6)</u></p> <ul style="list-style-type: none"> • The Board NOTED the report that summarised the activity around safeguarding for a nine-month period between April and December 2021. • JG advised that good progress was being made in raising awareness and reporting. • It was noted that the recent audit on safeguarding had gone to Group Audit Committee and the grade 1 action identified was being actioned. 	
65/22	<p><u>Any Other Business (Item 5)</u></p> <ul style="list-style-type: none"> • No other business raised. 	
66/22	<p><u>Chair's Summary (Item 6)</u></p> <ul style="list-style-type: none"> • The Chair declined to summarise the meeting due to time constraints. 	
67/22	<p><u>Date of Next Meeting – time TBC 12 May 2022 Cumbria (Item 7)</u></p> <ul style="list-style-type: none"> • The date of the next meeting was noted. <p>All attendees other than SSh and AMO left the meeting.</p>	
68/22	<p>[REDACTED]</p> <ul style="list-style-type: none"> ■ [REDACTED] ■ [REDACTED] 	

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69/22	There being no further business the meeting was closed.	

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