

The Board is asked to **NOTE** the update on Committee and Subsidiary Board Activity for the period 10 March 2022 to date. Minutes of all meetings in the period can be found on Convene or are available upon request.

**Group Development Committee 21/03/2022 Attendance 100% Length 2.5 hours Mode: VC**

**Assurance & Risk**

Progress continued to be made towards integrated reporting across both TRGL and OHG, and this was evident in a number of reports presented for consideration. This would continue to evolve further over time and the structure of the agenda for future meetings would be amended to reflect this.

Treasury would be working with development and the wider business over the next few months to improve line of sight and knowledge of actual cash life cycles within the business to reflect a more complete liquidity position more accurately. There would be a need to raise funding in 2022/23, and preliminary work in this regard remained ongoing, incorporating the funding OHG would require moving forward. Assurance was provided that funding would be raised in the right quantity, utilizing appropriate funders and in the right form. The new Treasury Strategy was being worked on, with a view to being considered by Board in May and was based on the new Business plan.

The Committee received an update on the London Regeneration Programme Performance. [REDACTED]

In terms of non-London an update was provided on Riverside's delivery programme for the remainder of the current 2021/22 Business Plan - forecast to deliver 910 new homes in the current financial year and 723 new homes in 2022/23. Regeneration projects continued to be progressed. [REDACTED]

**Items to Note**

Market Update Report.

Group Board highlights report for January 2022.

Group Development Committee Annual Plan of Work

Abortive Costs Update

Joint Venture Update

Minutes of the Development & Investment Appraisal Panel meetings held on 8th and 15th March 2022.

[REDACTED]

The Committee approved the commitment to the Joint Venture relationship and completion of the legal documentation with the scheme partner for the development of Friar's Close.

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[REDACTED]

[REDACTED] In respect of Riverside Scotland, work was continuing to attempt to secure internal approval to deliver a programme of 284 new homes funded by the current business plan.

In respect of OHG development activity four schemes were highlighted under uncommitted schemes pipeline, whilst wo schemes were identified under existing assets identified for development. The Committee noted the development KPI's and noted the progress made against specified targets.

Members received an update on progress with current estate regeneration projects.

[REDACTED]

[REDACTED] Work remained ongoing to refine the disposal programme for next financial year, which was anticipated to be significant.

With regard to OHG sales and marketing performance [REDACTED]

[REDACTED] It was expected that the target at the end of February 2022 would be exceeded and there was an opportunity to make a strong start towards 2022/23 sales and marketing objectives. Work was continuing in reducing stock numbers. [REDACTED]

[REDACTED]

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[REDACTED]  
[REDACTED] The positive nature of the report was welcomed.

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**Group Audit Committee 24/03/2022 Attendance 100% Length 2.40 hours Mode: VC**

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### **Assurance & Risk**

#### Governance Responsibilities and Assurance

The Committee considered a report on Committee responsibilities across TRGL's governance structure, risk register scrutiny and assurance reporting for TRGL and OHG and recommended these be circulated to other Committees and the Board.

#### Group Risk Register

The register, which had incorporated risks associated with the OHG merger was comprehensively reviewed at the meeting. It was noted that OHG would maintain its own risk register scrutinised by its Board.

#### Sector Risk Profile

The Committee received a report arising from the overhaul of the Group risk register in January; each section of the profile was linked to the relevant register entry or an alternative source of assurance. No issues on the Group register were identified.

#### Cyber security

A report on the root cause analysis and forensic investigation carried out into the malware attack on 16 November 2021 was presented. A Digital Business roadmap had been produced to complete the recommendations made in the report. A separate lessons learnt review of the incident response had been concluded in February 2022

#### Data Breach

A report investigating how the incident happened, its management and making recommendations to prevent or mitigate future risk was presented. Progress against recommendations will be reviewed in the autumn.

### **Items to Note**

All actions previously owned by OHG Audit & Risk Committee were completed

The Committee note an updated workplan for 2022 to reflect the role of the Committee in the post-merger environment.

A report on the internal audit strategy outlining the top ten audit priorities was presented with a detailed plan to be presented in June. A report on the OHG internal audit strategy identified a smaller number of well chosen audits to be completed.

The Committee received an advance report from the finance team on potential year-end issues.

A report on the proposed accounting treatment for the OHG acquisition, fair value and acquisition costs was noted.

An updated report on compliance assurance and breaches which included whistleblowing incidents for the first time. There were no areas of major concern or non-compliance identified since the annual review.

An update on the Riverside Group Policy Framework was provided following a period of substantial review and

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### Business Continuity Steering Group

The steering group end of year report was noted. As a consequence of COVID-19, flooding, malware and data breaches there was a greater appreciation of business continuity. The move to hybrid working had meant that Riverside has had to adapt fast and the report highlights the need to develop more flexible services for the future.

### Cyber risks

The National Cyber Security Centre had issued an alert relating to the Log4Shell vulnerability on 10 December 2021. Both Riverside and OHG had acted quickly to confirm that neither organisation was impacted.

### Internal Audit Highlights Report

The Committee received a report on key findings from audits completed since the previous meeting into electrical safety; procurement compliance; income collection; empty homes standard; office safety; business continuity and Hull PFI. There were no overdue grade 1 recommendations.

### External Audit Planning

BDO provided a comprehensive presentation on the planned audit strategy including an overview of audit risk, the audit scope and objectives and a timeline of key dates.

information given on how effectively the framework was operating after its first year.

The Committee approved the Anti-Money Laundering Policy.

The Committee considered a report on amendments to the OHG Financial Regulations and recommended adoption to the Group Board.

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## **One Housing Group Board 24/03/2022 Attendance: 100% Length: 3hrs Mode: In-person**

### **Assurance & Risk**

There were extensive discussions on current and forecast financial performance. An overview was provided on the current situation in the Ukraine and the possible implications. The developing situation will be closely monitored. More broadly, there will be robust stress testing and sensitivity analysis on the LTFFP on a wider range of areas including Baycroft occupancy, inflation scenarios and increased repairs demand. The Board also agreed that costs are a key risk and that the Board's July 2022 Strategy Day will focus on what can be done to reduce the cost base.

### **Items to Note**

An update was provided on the first year of the People Strategy action plan. Good progress is being made and there are clear plans for year 2. The Board was informed of plans to develop a joint plan with TRGL for implementation during 2023.

The Lloyds / BOS covenant fire safety carve out was formally agreed and had subsequently been executed.

[REDACTED]

An update was provided on the risk register, Controls Risk Self-Assessment actions and the G2 to G2 Action Plan. The G2 to G1 action plan was agreed as closed.

A range of governance / probity policies were agreed to align with TRGL and to meet the requirements of the NHF Code of Governance 2020. The Board also noted its full compliance with the Code at year-end as required.

Detailed information was provided on Fire Safety with an update on delivery of remedial works and on updated project costs. Fire safety spend had increased by £30.5m driven by expected costs for fire remedial works and waking watch costs. £25m of this uplift is taken from budgeted contingency meaning the original estimates were not significantly out.

The Board thanks Mike Johnson (Group Director, Development) and Paul Gray (CFO) who were both leaving the organisation in March and April 2022 respectively.

There were also discussions on covenant compliance. Good progress had been made on covenants for 2022/23 but there nonetheless remain a number of facilities which are tight. [REDACTED]

The scale of IT / Digital change was noted as a challenge and the risks of delivering this change at pace needed to be balanced. OHG had previously had issues with changes to telephony: telephony was identified in the plan as an early priority. It was noted that this was a priority due to recent malware attacks on TRGL that had identified telephony as a particular weakness which needs to be addressed.

**Riverside Scotland 31/03/2022 Attendance 73% Length 2hrs Mode: VC**

**Assurance and Risk**

30 Year Financial Plan

The Board reviewed the proposed plan and noted the results of the stress testing against the plan. [REDACTED]

[REDACTED] The Board approved the presented 30 year financial plan subject to subsequent approval by the TRGL Board.

**Items to note**

Progress Reports on Development Projects

The Board noted the updates on the current on-site developments at Tarryholme 2, Dundonald and Monkton and agreed to give consideration to the pausing of the development programme beyond the current developments at a future meeting.

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### Repairs and Maintenance Programmes

The Board approved the capital investment programme and associated planned works and responsive repairs and maintenance expenditure for 2022/23.

### Fire Safety – Stay Put Policy

The Board agreed that the flat doors of properties owned by the Association within all communal blocks in Dumfries and Caley House should be upgraded to the latest

### Fire Safety standards during 2022/23.

The Board then approved a Stay Put fire safety policy across all communal blocks from 1st May 2022, excluding Caley House in Kilwinning which is a mixed tenure complex. It was noted that a Fire Evacuation Policy would remain in place for this particular communal block.

### Anti-Money Laundering Policy

The Board adopted Group's Anti-Money Laundering Policy.

### Whistleblowing Policy

The Board adopted Group's Whistleblowing Policy.

### NHF Code of Governance

The Board noted the results of Riverside Scotland's compliance assessment against the National Housing Federation's Code of Governance 2020 and that the exceptions identified would be reported in Group's Financial Statements for 2021/22.

The Board adopted Group's Governance Framework with exceptions in relation to Board tenure and composition and also adopted Group's Executive Board Member Policy and Board Disputes and Grievance Policy.

### Subsidiary Appointment

The approved the appointment of Diana MacLean as a Director and Company Secretary of Thistle Housing Services Limited.

### Operational Performance Report

The Board noted a further decline in customer satisfaction relating to complaints handling, call waiting times and the repairs and maintenance contractor performance. It was hoped that the commencement of the new repairs and maintenance contractor in April and the planned customer engagement events would drive an increase in performance. The Board noted the new Customer Satisfaction Improvement Plan 2022/23 and proposed reporting arrangements.

### Income Management Performance Report

The Board expressed concerns regarding the decline in arrears levels [REDACTED] whilst also noting the difficult times that customers were facing which meant that more customers were in arrears for the first time. The Board suggested that early interaction at a local level was required as a preventative measure. The Board requested that an improvement action plan be developed for consideration and for them to monitor.

### Financial Performance Report

The Board noted an underspend in programmed repairs was expected by year end due to staff and material shortages and refused access for works. All covenants were fully compliant. The key risks were being monitored closely in order to mitigate where required.

### MD Report

The Board noted that Fiona Fox had resigned from the Board, a letter had been issued to all tenants regarding the recent error in the rent increase letters, and a recent colleague away-day had been held with the organisational values and my riverside way every day being key features of this event.

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The Board noted that a new operational governance structure had been implemented.  
The SHR's engagement plan had been received and the SHR would be engaging with RS in relation to its customer service.

The Board also noted the current position on staff salary negotiations and the current public affairs activities.

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### **Recommendations to Group Board**

To approve Riverside Scotland's 30 Year Financial Plan.

#### **Foundation Trustee Meeting 31/03/2022 Attendance 100%, Length 2 hours, Mode: VC**

##### **Assurance and Risk**

###### The Future of the Riverside Foundation

The Trustees accepted the transfer of £2.5m from Riverside for 2022/23 and accepted the direction made by the Group Board. They noted the requirement to report progress on spend and outcomes in October 2022 and May 2023 to the Board and submit a plan on strengthening the governance of the Foundation to the GRC in May 2022.

###### Legal and Constitutional Issues

The Trustees received a presentation on the legal and constitutional issues presented by the proposals above. Some necessary and desired amendments to the Trust Deed, principally extending the area of benefit, were discussed. It was further discussed that a 'light-touch' funding agreement may be desired to protect all parties.

##### **Items to note**

Liz Turner was re-appointed for a further six months as an interim trustee appointment.

A presentation was received on the Support Fund and the Communities Fund.

An Away Day will be held to include a visit to OHG services in June.

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#### **Riverside Customer Voice Executive 14/04/2022 Attendance 80%, Length 4hrs, Mode: In-Person**

There was an election of RVCE Officers. All roles uncontested.

New positions for the next two years:

Vic Andrews, Chair

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Margi Kelly, Vice Chair  
Richard Nichols, Secretary  
Cameron Dougherty, Treasurer  
Paula Simpson, Social Media Officer

The RCVE heard a presentation from Mark Lea on the updates from the Safety First Working Group.

Mark requested RCVE representation on the group, this was agreed and the nomination with be confirmed shortly.

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**Foundation Trustee Meeting 26/04/2022** Attendance 100%, Length 2.25 hours, Mode: VC

#### **Assurance & Risk**

##### Appointment of Trustees

Catherine Lee, a Riverside customer, was appointed as a Trustee for an initial term of six months.

Glenn Garrett, a One Housing customer, was appointed as a Trustee for an initial term of six months.

Sandy Murray, a Group Board Member, was appointed as a Trustee for a term ending 22 November 2024.

##### NHF Code of Governance

The Trustees received a report outlining the level of compliance of the Foundation with the NHF Code of Governance 2020 and noted that those provisions applicable to the Foundation were largely compliant. A number of exceptions owing to the Foundation's status as a non-housing charity were identified. To strengthen compliance with the Code the Foundation Board agreed to adopt the Riverside Group Governance Framework (with exceptions), and the Executive Board Member Policy and Board Disputes and Grievance Policy.

##### Legal and Constitutional Issues

The Trustees approved proposals amending the Trust Deed of the Foundation to include the areas of operation of both One Housing Group and Riverside Scotland,

#### **Items to Note**

The Board approved an approach, including qualification criteria for the Community Fund and the Helping Hand Fund.

The Board received an update on potential projects for funding in 2022/23.

The Board received a management and operational update.  
The Board received an end of year summary of the Tenancy Sustainment Service

The Board received an end of year financial report.

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to restrict the term of office, to comply with the provisions of the NHF Code and to explicitly permit use of virtual meetings.

#### Governance Arrangements

The Board approved an approach to strengthen its governance arrangements, covering induction and training, establishing a target number of trustees with a view to the skills and experience required, a revised programme of work and succession planning, which will be put to the GRC at its May meeting.

#### Risk Profile

The trustees briefly discussed potential changes to the Foundation's risk profile based on the increase in programmes it would be able to deliver, this will be returned in detail to a future meeting.

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**Prospect 27/04/2022** Attendance 86% Length 2 hours Mode: VC

#### **Assurance & Risk**

The Board considered the 2022/23 budget for Prospect (GB) Limited and the draft five-year business plan. [REDACTED]

[REDACTED]. Key assumptions were considered and discussed included the Gross Margin on open market units and affordable units, build costs and the average selling price for open market units and affordable units. [REDACTED]

[REDACTED] The projections were noted as challenging, although, given the level of headroom in the plan, subject to achieving sales targets, there remained scope to deliver further increases in volume. Following a robust and detailed discussion the Board that Board approved the 2022/23 budget for Prospect (GB) Limited and the five-year business plan.

The Managing Director highlighted the key points from his update report. There continued to be issues with material availability, but these had not caused any serious delay during the reporting period, although would continue to be monitored. The cost to complete for each scheme had been reviewed as at the end of February 2022. [REDACTED]

#### **Items to Note**

Management Accounts for financial year 2021/22 - [REDACTED]

[REDACTED]

The Board noted reports on Market Update for March 2022 and Prospect's Annual Plan of Work.

The Board adopted the Executive Board Member Policy and Board Disputes and Grievance Policy

[REDACTED]

[REDACTED]

The Board noted the output of the Prospect compliance assessment against the National Housing Federation's Code of Governance 2020.

The Board approved the appointment of Sara Shanab, Director of Governance & Legal Counsel, as the new Company Secretary for Prospect (GB) Ltd. With effect from 22nd April 2022.

The risk register was reviewed and the importance of managing the risk in relation to Upward cost pressures and material shortages was noted.

**Joint Meeting of Customer Experience Committee & Riverside Care and Support Committee 28/03/2022 Attendance 94% Length 3 hrs Mode: In Person**

**Assurance and Risk**

Committees discussed the important link with the Group Audit Committee, in particular, their input into the Internal Audit Plan and providing clarity as to what both Committees were looking for from Internal Audit outcomes.

Committees noted the in-depth work on customer involvement and engagement and highlighted the importance of customer involvement outcome measures. Committees noted that customer surveys, including monthly surveys asking how well Riverside listens and acts on views, would be linked to communication plans to tell customers what the organisation had done as a result (You said, we did). Committees also highlighted changes to the reporting template to set out impacts of customer consultation. Committees agreed their key role in monitoring the outcomes of customer involvement and engagement plans.

Committees reviewed the Annual Assessment of Compliance with Consumer Standards providing supporting evidence and assurance of compliance with all requirements of the four consumer standards (Home, Tenancy, Neighbourhood and Community and Tenant Involvement and Empowerment). Committees confirmed this represented an accurate position of compliance to be reported to Group Audit

**Items to note**

Committees received presentations from Chairs providing a reflection on the work and highlights of 2020/21 and key focus areas for 2022/23 and beyond. Committees acknowledged the challenges the organisation had faced from Covid, the Malware Attack and Data Breach and highlighted the importance of ongoing investment in driving the culture of people at the heart.

Committees received a comprehensive spotlight presentation on Customer Engagement, including the work being undertaken on Together With Tenants (TWT) and TPAS assessments. Committees noted the key focus areas for the Customer Involvement and Engagement Team and the work to develop a Customer Involvement Strategy. Committees were pleased to note the involvement of customers in Customer Journey Mapping and co-production.

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Committee and Group Board and noted ongoing work towards 'Beyond Compliance'. The Committee noted that the document was still 'work in progress' and provided feedback about how the document could be improved in terms of consistency and documenting of evidence to support compliance.

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Committees undertook visits to the CSC and Helpline, CX Squad and Digital Teams and were impressed by the passion and commitment of the teams.

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**Customer Experience Committee 28/04/2022 Attendance 88% Length 3hrs Mode: In Person**

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**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, the recovery plans in place to improve CSC performance, including continued focus on recruitment and forward fill of a number of vacancies based on current levels of attrition, increased focus on performance management, support for Team Leaders with additional absence management training & workshops and further training & support for colleagues to enable a more efficient response to customer enquiries, consequently reducing wait times for customers. IT challenges highlighted by a recent board members visit to the CSC were being followed up through weekly meetings with IT Business Partners and presence of IT staff on calls, enabling issues to be flagged and greater insight into the impact on customers. The Committee requested further communications to customers on the impact of the Malware Attack through the next Your Riverside. The Committee noted incremental improvements to service over the last month, including calls abandoned having reduced by over 15% and email backlog significantly reduced and responses to contacts in this channel well within the 24hr service standard. The Committee was pleased to note the CEC Improvement Plan update, including production of a new reporting template and plans to improve transparency included proposals to publish a number of operational performance indicators on the website on a quarterly basis.

The Committee reviewed and approved the Customer Satisfaction Improvement Plan 2022/23, with this providing assurance that Riverside were responding effectively to customer insight from satisfaction surveys and addressing areas of weaker performance to improve the overall customer experience.

**Items to note**

The Committee reviewed the Annual Customer Feedback report for 2021/22 gained through the customer experience perception survey, transactional complaints survey and transactional repairs

Survey and noted that although there had been some sharp declines in satisfaction and that significant improvements were required to enhance the customer experience, there were some early signs of the decline slowing and potential recovery from the impact recent challenges have had on service delivery.

The Committee reviewed the RSI data for neighbourhoods, ranked from low to high, with this information used to direct internal resources to target interventions as well as utilising the data to evidence funding applications to the Riverside Foundation and external funders. The Committee agreed that this report was no longer required and that RSI Information for neighbourhoods would be incorporated into Regional Plan in the future to link with local actions to address identified issues.

The Committee reviewed and discussed the results of Riverside's self-assessment against the Ombudsman's revised complaints handling code, noting compliance against "Must" and "Should" definitions and the aim to comply with all definitions within the code by no later than

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The Committee also reviewed the Home Ownership Improvement Plan identifying links to Customer Insight to reflect other areas for improvement that were expected to increase customer satisfaction. The Committee requested further information on Home Ownership and the new Shared Ownership Scheme and that the Improvement Plan include explicit links to Repairs and Maintenance. Update reports to the Committee on both the Customer Satisfaction and Home Ownership Improvement Plans were requested 3 times a year. It was agreed that members would have the opportunity to feed into the terms of reference for the forthcoming customer experience audit.

The Committee reviewed the Social Housing Risk Register, noting this had been subject to a robust review in line with revised business assurance guidelines, with all sub-risks now scored against the inherent likelihood and impact for each with the scores shown with the appropriate RAG status, with this being cited as a great example of how the risk map had changed.

The Committee reviewed the Group Audit Committee Internal Audit Highlights and summary of the meeting held on 24 March 2022 and highlighted, in particular, there were no overdue grade 1 issues, the Audit Plan for 2022/23 included a customer experience audit and that the forward plan would be submitted to the next CEC meeting.

The Committee received assurance from the Income Collection Improvement report and noted that whilst performance had only marginally improved, there was an ongoing action plan which would underpin improvement to service delivery and stabilise and increase collection rates over time. Several improvements have been delivered, including the number of vacancies having reduced from 25 to 7 over the last 6 months, the production of a semi-automated arrears letter and over 10.6k text messages sent to customers in arrears.

The Committee reviewed the Income Collection Policy and approved the revised policy and approach to encourage new customers to pay their rent in advance. The Committee requested an Action Plan be submitted to a future meeting [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]

October 2022. The Committee requested a report to the September meeting and an interim progress update at the next CEC meeting.

The Committee reviewed KPI dashboards and Financial Performance reports and requested March Asset Services Compliance performance, including the position in relation overdue high-risk actions and further information to enable greater understanding of the risks associated with overdue high risk actions, be circulated to members following the meeting.

