



Meeting Minutes

Board/Committee:	The Riverside Group Ltd Board (the "Board")		
Date and time:	1pm 15 March 2023		
Location:	Via Teams		
Present:	• Terrie Alafat	(TA)	Chair
	• Pauline Davis	(PD)	Vice Chair
	• Caroline Corby	(CC)	Vice Chair
	• Nigel Holland	(NH)	Board Member
	• Olwen Lintott	(OL)	Board Member
	• Erfana Mahmood	(EM)	Board Member
	• Sandy Murray	(SM)	Board Member
	• Sam Scott	(SS)	Board Member
	• Ingrid Fife	(IF)	Board Member
	• Goi Ashmore	(GA)	Board Member
	• Carol Matthews	(CMM)	Co-opted Board Member
In attendance:	• Brian Chiyama	(BC)	Tenant Observer
	• Tony Blows	(TB)	Group Chief Information Officer
	• John Glenton	(JG)	Executive Director Care and Support Services
	• Ian Gregg	(IG)	Executive Director Asset Services
	• Cris McGuinness	(CAM)	Group Chief Financial Officer
	• Patrick New	(PN)	Executive Director Customer Service
	• Sara Shanab	(SSh)	Group Director of Governance and General Counsel
	• Russell Hall	(RJH)	Head of Governance (TRGL)
	• Hugh Owen	(HO)	Director of Strategy and Public Affairs (TRGL)
Apologies:	• Richard Hill	(RH)	CEO of One Housing Group
	• Rommel Pereira	(RP)	Board Member

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036/23	<p><u>Apologies for Absence (Item 1.1)</u> VERBAL</p> <p>There were apologies received from Rommel Pereira and Richard Hill.</p>	
037/23	<p><u>Declarations of Interest (Item 1.2)</u> VERBAL</p> <p>There were no declarations of interest made.</p>	
038/23	<p><u>Chair's Matters (Item 1.3)</u> VERBAL</p> <p>The Chair wished to put on record her thanks to Richard Hill for all his hard work and contribution, particularly in driving forward the merger and integration plans. TA mentioned some of RH's highlights in his time with OHG and TRGL and wished him all the best for the future.</p> <p>TA also mentioned the key focus papers on the agenda for the meeting and requested non-executive Board members to stay on the call at the end of the meeting for a short NED only session.</p> <p>The Board NOTED the Chair's matters</p>	
039/23	<p><u>Customer Story (Item 1.4)</u> PRESENTATION</p> <p>The Board received the positive Customer story relating to an initiative funded through the Community Fund and allocated through the Riverside Foundation. The 'Can Cook' initiative helped customers in North Liverpool in delivering nutritional meals to customers most in need.</p> <p>The Board members noted the presentation, agreeing that it was an excellent initiative, particularly in the current cost of living crisis. They queried how Riverside selected the customers and whether there was more that could be done. In response PN explained that housing officers who were on the front line with great local knowledge in their communities were the key means of identifying customers and that colleagues were also engaging with other stakeholders, including food banks to add even greater value and drive the most from the initiative.</p> <p>The Board NOTED the customer story.</p>	
040/23	<p><u>Chief Executive Officer's Report (Item 2.1)</u> CONF.</p> <p>CMM updated the Board on a number of matters including an update on how Riverside engaged with the Social Housing Regulator on customer deaths, confirming that they would notify the regulator where necessary, with the regulator often requiring additional information before they would reply confirming whether there had been any breach of the consumer standards. CAM confirmed that she was a key contact for the regulator on all matters and met regularly with them which was important for maintaining a positive working relationship with them.</p>	

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	<p>JG gave the Board an update in relation to a particular customer death at a Riverside scheme at Thirlmere Court, where a customer had passed away and their death had not been identified by Riverside for a number of days. JG confirmed that the regulator had met with him and other colleagues to discuss the case and to understand more on the subsequent operational changes and lessons learned from the case and that Riverside expected to hear back from the Regulator later in March. It was agreed that this would be picked up as a matter arising from the meeting and an update provided once the regulator responded.</p> <p>CMM also provided the Board with an update in relation to the current consultation around providing 2 staircases in new developments over 30 metres, highlighting that this potentially would have a significant impact on costs for new developments for the Group, including the JV's and regeneration schemes going forward. Board also received an update on negotiations ongoing with Homes England around delivery of affordable homes under the strategic partnership.</p> <p>The final update was provided on the Baycroft disposal with CAM addressing a number of questions that had been raised by RP in advance of the meeting. [REDACTED]</p> <p>The Board NOTED the Chief Executive Officer's Report.</p>	<p>CMM</p>
041/23	<p><u>New Corporate Plan: 'Forward Together 2023-26' (Item 2.2)</u></p> <p>HO presented the report that introduced the final draft of 'Forward Together', the Group's Corporate Plan for the period 2023-26. The Board recognised the challenging environment in which the new plan had been produced and discussed the content in detail, noting that the fundamental values remained in place, the customer voice came through in the plan and the importance of delivering the promises from the merger were also clear in the plan. The Board agreed it was a good plan, which had picked up on the Boards previous discussions, whilst acknowledged that there was still some work to do finalising the plan. Key highlights of the feedback from Board to HO and his team included:</p> <ul style="list-style-type: none"> • Ensuring the Corporate Plan linked in well with the Business Plan. • To consider whether there was enough within the Corporate Plan around digital ambition and aspirations for Net Zero. • Bringing the diagram contained in Section 12 forward within the plan. • Was there enough focus on placeshaping and revitalising communities <p>It was agreed that the Corporate Plan, with the additional "measures of success" currently being worked up, would be brought back to the May Board for further consideration.</p>	<p>HO</p>

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	<p>The Board APPROVED the 'Forward Together 2023-26' Corporate Plan (subject to the addition of Business Plan figures/targets yet to be signed off), noting it would come back to Board in May.</p>	
042/23	<p><u>Equality Diversity and Inclusion Strategy 2023-26 (Item 2.3)</u></p> <p>The Board received the report that presented the draft Group Equality, Diversity and Inclusion (ED&I) Strategy for 2023-26, setting out the background to the strategy and the comprehensive consultation that had taken place during its development phase.</p> <p>The Board noted the importance of ED&I and the strategic focus on this within the merged group. TA highlighted the ED&I focus within the NHF Chairs Challenge project Riverside were also involved with. It was agreed that it is helpful to arrange a Board workshop around the Chairs challenge.</p> <p>HO explained to the Board that whilst Riverside had always had action plans around ED&I this was an important strategy document with a strong focus on customers and neighbourhoods</p> <p>The Board discussed the strategy and fed back thoughts and reflections at the meeting, including widening the scope of the strategy to include those within the Riverside supply chain and other partners, ensuring there was a strong focus on future leaders and also ensuring the use of data being collated helped shape the culture of the business.</p> <p>The Board REVIEWED and APPROVED the draft strategy.</p>	<p>RJH/ LB</p> <p>HO</p>
043/23	<p><u>Riverside Group Policy Framework Update (Item 2.4)</u></p> <p>The Board received the report that provided an update on the Riverside Group Policy Framework. Information was provided on how effectively the Framework was operating, the status of current policies and any changes to the current list of policies. Updates were provided against progress of the Policy Framework, the Policy Framework audit, the Policy Management System and the integration of Riverside and One Housing Group policies.</p> <p>HO also explained how Riverside prioritized the work here, particularly around the importance of the policies to the Group and where it was important to align policies through the integration process.</p> <p>The Board NOTED the general progress made with regards to the Group Policy Framework and the status of policies as recorded in Section 2.</p>	
044/23	<p><u>Customer Digital strategy update (Item 2.5)</u></p> <p>The Board received the paper that set out Riverside's customer digital strategy which forms part of the Customer Experience strategy included in the corporate plan for 2023-26. PN provided an overview of a more</p>	

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	<p>strategic way of working to close the gap between our digital participation target and current performance, (with the Board noting an overall level of digital participation of around 32%), and ultimately to deliver a sector-leading digital customer experience. It also included a three-year view of initiatives, business outcomes and customer benefits.</p> <p>The Board noted the progress being made in particular the importance of harmonizing Riverside's digital offer at the same time as making improvements in some service areas. It was agreed that there may be merit in arranging a Board Masterclass so a closer Board focus could be taken on this matter.</p> <p>The Board NOTED the proposed way forward.</p>	<p>RJH/ PN</p>
045/23	<p><u>Group HSE policy (Item 2.6)</u></p> <p>At the last Board meeting the Board had considered the annual reviews around H&S and building safety. The Board now received the paper that set out the Health Safety and Environmental (HSE) risk management framework for TRGL and how Riverside proposed to manage HSE policies through the integration process, starting with the Group HSE Policy, which had been reviewed in accordance with the Group's policy framework. The Board recognized the importance of having one Group wide overarching HSE policy.</p> <p>The Board APPROVED the revised Group HSE policy following its 3-year review.</p>	
046/23	<p><u>TRGL/OHG Integration & ToE Update (Item 2.7)</u> CONF.</p> <p>The Board received the TRGL/OHG Integration & ToE Update on progress in taking forward the Transfer of Engagements between OHG and TRGL, and on the broader process of integrating One Housing Group into the Riverside Group.</p> <p>CAM explained that the main priority currently, was around receiving a letter of comfort from the CQC relating to the CQC registration process post ToE, that letter was expected imminently. CMM also took the opportunity to inform the Board that following a recruitment process, JG had been appointed as the Group Executive Director of Care and Support. The Board also noted the intention to recruit a new Managing Director for OHG.</p> <p>The Board:</p> <ul style="list-style-type: none"> • NOTED progress on the Transfer of Engagements • NOTED broader progress on merger integration. • NOTED that regular updates will continue to be provided to the TRGL Board, and the OHG Board, throughout the transition process. 	

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047/23	<p><u>2022/23 Change Deliverables (Item 2.8)</u></p> <p>The Board received a report that provided an update on the work completed to date (April 2022 to the end of February 2023), noting 99 change projects had completed within this financial year, with a further 14 expected to complete before the end of March via the following teams:</p> <ul style="list-style-type: none"> • Business Change • IT & Digital Business • Business Led Change <p>The Board NOTED the volume of change and deliverables completed during the 2022/23 financial year.</p>	
048/23	<p><u>New Build – Middlemass Hey, Liverpool (Item 2.9)</u></p> <p>The Board received a proposal for the construction of 51 properties in Middlemass Hey in Liverpool; 22 of which would be for Affordable Rent and 29 of which were for Rent to Buy.</p> <p>CAM outlined two outstanding issues which needed to be resolved before the scheme could proceed. NH explained to the Board that the scheme had received good challenge at the GDC and that they had supported its recommendation up to Board for approval.</p> <p>The Board APPROVED the build and purchase of 51 new homes at Middlemass Hey, Liverpool at a total scheme cost of [REDACTED] subject to the purchase of the LCC land and resolution satisfactory to Riverside of the public open space matter.</p>	
049/23	<p><u>Tenant Satisfaction Measures - Dashboard Reporting (Item 3.1)</u></p> <p>PN presented the TSM paper that outlined actions that had been taken and those that were still to be taken regarding how TRGL will monitor Tenant Satisfaction Measures (TSMs) performance throughout FY23/24 ahead of the formal year-end submission. The Board noted how TRGL would monitor ongoing performance as well as how and when Board would be updated on performance and the actions being taken to improve.</p> <p>The Board recognised the importance of the TSMs and how they would be reported, noting the significant consultation that would be undertaken with customers and that TSM information would be shared with Board on a quarterly basis via Convene.</p> <p>The Board REVIEWED and APPROVED this approach.</p>	
050/23	<p><u>Combined Risk Register (Item 3.2) CONF.</u></p> <p>The Board received the paper on the Combined Risk Register from CMM. The significant changes since the register was last reported to Board in January were noted by the Board including revisions to the risks around</p>	

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	<p>culture, data integrity, fire safety, quality homes, development and the external economic and political environment.</p> <p>The Board discussed the Risk Register and provided feedback including:</p> <ul style="list-style-type: none"> • On risk 1 – was the people risk adequately covered, particularly in terms of higher rates of staff turnover and retention • On risk 4 – the Board queried the way the risk appetite was recorded as “minimalist”, IG explained the reasoning behind this but agreed to revisit for the next report. • On risk 10 – again the Board queried the recording of risk appetite as minimalist, CAM again explained the reasoning behind the recording of a minimalist scoring but agreed to revisit for the next report. <p>The Board REVIEWED the Risk Register and NOTED the changes</p>	SG/ CMM
051/23	<p><u>Quarterly Update – TRGL Cyber Security Q4 2022/23 (Item 3.3) CONF.</u></p> <p>The Board received the report that provided a quarterly update regarding the current state of Cyber Security at TRGL. TB set out background information on the current cyber environment with the Board noting Riverside had retained the Cyber Essentials + certification. TB also informed the Board of the results of recent phishing simulation exercises along with penetration testing exercises.</p> <p>The Board NOTED the progress to date.</p>	
052/23	<p><u>Proposed Dates for Group Board, Committee and Subsidiary Meetings 2024/25 (Item 3.4)</u></p> <p>The Board received the proposed meeting date schedule for the period April 2024 to April 2025. Subsidiary Board meeting dates had also been mapped out closest to recent schedules as to when these may be held and were subject to agreement by the relevant Subsidiary Boards. Executive Directors had considered and approved the meeting dates schedule at their meeting on 21 February 2023.</p> <p>TA asked that all Board members accepted the meeting planner invitations and got the dates in their diaries at the earliest opportunity.</p> <p>The Board REVIEWED and APPROVED the proposed meeting schedule set out at Appendix 1.</p>	
053/23	<p><u>Amendments to Customer Experience Committee Terms of Reference (Item 3.5)</u></p> <p>In line with best practice, the Customer Experience Committee (CEC) had carried out an annual review of its Terms of Reference (ToR) on 2 March 2023 to ensure that they remained up to date and appropriate. The CEC agreed the ToR remained fit for purpose, subject to the minor amendments set out in Appendix 1.</p>	

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	The Board APPROVED the minor amendments to the CEC Terms of Reference set out at Appendix 1.	
054/23	<p><u>Group Board Effectiveness 6 Month Review (Item 3.6)</u></p> <p>The Board completed a review of their effectiveness each year, with a comprehensive review carried out every other year, and a “lighter touch” review carried out in the years between. The Board noted that the 2022 review was a lighter touch appraisal, the results of which had been discussed by the Board in September 2022. During those discussions in September the Board agreed a number of recommendations for continued development and the Board noted the progress made on those recommendations as set out in the report.</p> <p>The Board NOTED progress against the action plan agreed following the Board meeting which discussed Board Effectiveness in September 2022</p>	
055/23	<p><u>Execution of Deeds post Transfer of Engagements (Item 3.7)</u></p> <p>The Board received the report that set out the current processes in place within TRGL and OHG in relation to execution of Deeds and proposals for how this would be managed from 1 April 2023 (post ToE). The GRC had considered this report and approved the proposed changes to the Power of Attorney signatories at their meeting on 6 February 2023. OHG Board had also noted this report at their meeting on 16 February 2023. The Board noted that it was also proposed a review of the process would be undertaken within 12 months’ time.</p> <p>The Board:</p> <ul style="list-style-type: none"> • APPROVED the proposed changes to TRGL POA signatories set out in Appendix 1 of the report to include former OHG staff members based in London with effect from 1 April 2023. • NOTED a review of the Execution of Deeds process will be carried out in 12 months’ time and outcomes reported to GRC. 	
056/23	<p><u>Minutes of Previous Meeting (Item 3.8)</u></p> <p>The minutes of the meetings held on 26 January and 20 February 2023 were APPROVED as an accurate record.</p>	
057/23	<p><u>Matters Arising from Previous Meeting (Item 3.9) CONF.</u></p> <p>In relation to matters arising from the previous meeting, PN provided a short update on the operational performance report with the Board noting that reporting and benchmarking information would be clearer once the TSM reporting was underway.</p> <p>The updates provided on Matters Arising from previous meetings were NOTED.</p>	

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058/23	<p><u>Written Resolutions and Chair's Actions</u> CONF.</p> <p>The Board received the paper that set out details of one decision of the Board taken between meetings via written resolution. It also provided the reason for the decision being taken outside of the formal meeting schedule. This was in line with good governance practice, ensuring that all decisions, regardless of process, were raised and minuted at a formal meeting.</p> <p>The Board NOTED the decision taken in the period which could not be delayed until the following, scheduled Board meeting.</p>	
059/23	<p><u>Committee and Subsidiary Board Update (Item 4.1)</u></p> <p>The Chairs of the Committees where meetings had taken place since the last Board meeting and who were present in the meeting provided brief updates.</p> <p>The Board NOTED the updates provided on the Committee and Subsidiary Board Activity for the period December 2022 to date.</p>	
060/23	<p><u>Operational Performance Report (Item 4.2)</u></p> <p>IG provided the Board with an update on operational performance, since the last edition, the dashboard design has been altered to present commentary alongside the associated KPI. The combined dashboards remained unaltered.</p> <p>On the One Housing Colleague dashboard, Attrition was showing as greater than 100% for the Chief Executive's directorate. This was due to the way average headcount was calculated which had been impacted by a movement of colleagues across directorates during the previous 12 months. An alternative method would be deployed on future dashboards to mitigate impacts of this nature.</p> <p>The Board in particular noted the progress being made on income collection, total empty homes and the improvements in customer satisfaction within Home Ownership throughout January.</p> <p>The Board NOTED the contents of the January 2023 Executive KPI dashboards.</p>	
061/23	<p><u>Financial Performance Update (Item 4.3)</u> CONF.</p> <p>CAM presented the financial performance report to the Board as at Period Nine of the Financial Year. The key highlights included</p> <ul style="list-style-type: none"> At a group level income was £522m which is £20m above forecast. Expenditure was £459.6m which was £36.6m above forecast. This meant operating surplus was £16.6m worse than forecast, resulting in a margin of 12% compared to a forecast of 15.8%. 	

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	<ul style="list-style-type: none"> • Within TRGL financial performance was broadly in line with Q3F. Within OHG, income was £20m ahead of budget, but expenditure was £36m more than budget, giving an operating surplus of £16.6m. An actual margin of 1% v a margin of 10.6%. the Board noted and discussed the key variances as outlined by CAM <p>CC asked that she could have a more detailed discussion with CAM on the financial performance prior to the OHG Board meeting later in the month.</p> <p>The Board:</p> <ul style="list-style-type: none"> • NOTED the report and the financial performance, in particular the six red Early Warning Signs in Section One and Appendix 2. • NOTED the Risks and Opportunities in Appendix 5 and 6. 	
062/23	<p><u>Quarter Three Forecast (Item 4.4) CONF.</u></p> <p>The Board received the report that set out the Quarter Three Forecast of the Group as at Period Ten of the Financial Year. The Board noted that a version of this paper had been shared with Executive Directors on 21st February 2023.</p> <p>CAM explained that Riverside had budgeted an operating surplus of £114m with an operating margin of 18.7%. In the quarter two forecast Riverside had seen a deterioration of c £4m or 1% - in the Q3F there was a further deterioration of £11m and 2.1% - so some £15m and 3.1% from where forecasts thought we would be.</p> <p>CAM responded to queries from the Board by providing some further background on the split of results between TRGL and OHG with the Board discussing the impact of energy costs, impairments, Baycroft and Victoria Quarter in particular. CAM confirmed that given the proximity to the financial year end there was little prospect of recovering the deficit position, and that there was likely to be some further deterioration in the final numbers.</p> <p>After discussing the detail in the report, the Board had a general discussion around the accuracy of budgeting and forecasting across TRGL and OHG. CAM confirmed she expected this would improve in the new financial year when the financial systems and practices across the group were better integrated.</p> <p>The Board:</p> <ul style="list-style-type: none"> • NOTED this report. • NOTED the Risks and Opportunities in Appendix 4 and 5 	
063/23	<p><u>Quarterly Treasury report (Item 4.5)</u></p> <p>The Board received the report that provided an update, via the Group Treasury Committee, as to key treasury matters arising over the quarter</p>	

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	<p>ended 31 December 2022. This report incorporated information regarding key treasury developments since the previous report to the Board. GA noted that the report had been to GTC and commented that it was a good report and well received.</p> <p>The Board NOTED the Quarterly Treasury report.</p>	
064/23	<p><u>Safeguarding Annual Summary (Item 4.6)</u></p> <p>The Board received the report that summarised the activity around Safeguarding for a 12-month period 1 January 2022 – 31 December 2022. JG provided the Board with highlights from the report with the Board noting there had been 814 safeguarding concerns raised over the last 12 months (92% were relating to adults) and there had been a 23% increase in cases over the last 6 months although there was no identifiable overarching reason for the increase.</p> <p>JG also confirmed that the outstanding audit action referred to at 6.2 of the report had now been closed down. The Board noted the overall continued improvements in raising the profile of safeguarding throughout the group and its reporting.</p> <p>The Board NOTED the Safeguarding Annual Summary</p>	
065/23	<p><u>Any Other Business (Item 5)</u></p> <p>There were no matters of AOB.</p>	
066/23	<p><u>Chair's Summary (Item 6)</u></p> <p>The Chair thanked report authors and members for contributing to the discussions on the reports, noting that the papers allowed the Board members to focus many of the discussions on the Group's core purpose and on customers</p>	
067/23	<p><u>Date of Next Meeting – 10/11 May 2023 (In Person Newcastle upon Tyne) (Item 7)</u></p> <p>The date of the next scheduled meeting was noted, albeit the Board recognised that the intention for it to be in person may be dependent on matters like the rail strikes</p>	
	<p>There being no further business the formal meeting was closed and the NED members remained on the call for a short private session.</p>	

Signed:

Terrie Alafat, TRGL Board (Chair)

Date