

## **Meeting Minutes**

Board/Committee:	The Riverside Group	Ltd Board	d (the "Board")
Date and time:	9:00am 11 May 2023		
Location:	The County Hotel, Ne	ville Stre	et, Newcastle upon Tyne, NE1 5DF
Present:	Terrie Alafat	(TA)	Chair
	<ul> <li>Pauline Davis</li> </ul>	(PD)	Vice Chair
	<ul> <li>Caroline Corby</li> </ul>	(CC)	Vice Chair
	<ul> <li>Nigel Holland</li> </ul>	(NH)	Board Member
	<ul> <li>Olwen Lintott</li> </ul>	(OL)	Board Member
	<ul> <li>Erfana Mahmood</li> </ul>	(EM)	Board Member
	<ul> <li>Sandy Murray</li> </ul>	(SM)	Board Member
	<ul> <li>Ingrid Fife</li> </ul>	(IF)	Board Member
	<ul> <li>Goi Ashmore</li> </ul>	(GA)	Board Member
	<ul> <li>Carol Matthews</li> </ul>	(CMM)	Co-opted Board Member
In attendance:	<ul> <li>Tony Blows</li> </ul>	(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)
	Kathryn Bull	(KB)	Campbell Tickell (Observer)
Apologies:	Sam Scott	(SS)	Board Member
, thorogrous	Chyrel Brown	(CB)	Chief Operations Officer
	- Onyron brown	(35)	Cinc. Operations officer

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068/23	Apologies for Absence (Item 1.1) VERBAL	
	There were apologies received from Sam Scott and Chyrel Brown.	
069/23	Declarations of Interest (Item 1.2) VERBAL	
	There was a declaration of interest made by IF in relation to item 3.3. there were no other declarations of interest made.	
070/23	Chair's Matters (Item 1.3) VERBAL	
	The Chair introduced Kathryn Bull from Campbell Tickell who had joined the meeting to observe, as part of the ongoing work preparing for the IDA.	
	TA thanked colleagues for organising the stock tour which had taken place the day before, it had been an enjoyable and informative day. TA also took time to formally thank Rommel Perriera for his contribution to the Board and as Chair of the Audit Committee, the Board recognised the important contribution he had made to delivering the merger with OHG and reflected on his calm and good-natured approach in meetings and the enthusiasm he brought when working with Riverside.	
	The Board <b>NOTED</b> the Chair's matters	
071/23	Customer Story (Item 1.4) PRESENTATION	
	The Board received the Customer story which was focused on the work that had been done on one of Riversides estates where the tragic death of Olivia Pratt-Korbell had taken place. Patrick New described some of the issues on the estate and how Riverside was helping to rebuild trust by engaging with residents, listening to their concerns and acting on them, including addressing security issues, adding additional lighting and Ring doorbells. He outlined some of the additional community funding that had been invested on various projects and importantly working with other partners, including the police and local schools.	
	The Board noted that the estate now had a dedicated community safety officer and weekly estate surgeries were held with customers, they were pleased to note that the commitments and investments being made were long term and not just knee-jerk reactions to the death.	
	The Board asked whether there were similar estates within the group stock and PN confirmed that there were other challenging estates and that the Group had a mechanism to identify issues within communities which identified areas for pre-emptive work and there were approximately 20 individual plans, with partnership working in place addressing individual communities.	
	The Board <b>NOTED</b> the customer story.	

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072/23	Chief Executive Officer's Report (Item 2.1) CONF.	
	CMM updated the Board on a number of matters including	
	<ul> <li>The current position on pay negotiations following the detailed discussions with Unite. Those negotiations had gone well, and the consolidated offer detailed in the report, was being put to a ballot. The Board noted how pragmatic the Union had been in the negotiations.</li> <li>Homes England was about to release its next five-year strategic plan which would see it being involved more in regeneration which the Board noted could be a positive development particularly in the Northwest and for Riverside.</li> <li>CMM provided an update on the historic management arrangements at the Birmingham Children's hospital, a legacy issue from the ECHG merger. The Board noted that some of those onerous responsibilities had come to an end on 30th April which was good for Riverside.</li> </ul>	
	The Board <b>NOTED</b> the Chief Executive Officer's Report.	
073/23	Business Plan Update (Item 2.2) CONF.	
	The Board received the Business Plan presentation, presented by CAM. The presentation followed on from discussions in April and the Board noted that good progress had been made despite the external challenges and the delayed budget process following the system challenges earlier in the year.	
	Whilst the full budget paper would be presented on 18 <sup>th</sup> May, the Board discussed some of the important considerations in setting the budget, including the key assumptions, inputs, Golden Rules, stress testing and mitigations.	
	CAM took the Board through the budget and the movements explaining the new operating surplus figure compared to the figure in the January Board paper and explained the major influencing factors including the investment in the complaints team and a net £5m movement related to the ToE. The Board then reviewed the key economic assumptions before focusing on the priority projects and significant areas of spend, totalling circa £1bn split between revenue and capital projects, including significant spend on Zero Carbon, tall building spend, fire safety and spend on tackling damp and mould.	
	The Board then looked closely at development plans noting that this year's plan only included committed schemes and uncommitted	

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Nel.	programmes relating to HE and GLA partnerships, aspirational future development had been removed.	
	CAM then focused the Boards attention on the Golden Rules which were of critical importance and which, in line with the Board decision back in January, had been subject to a full review. CAM highlighted the important changes to the Golden Rules which were set out in the presentation and included changes to the Operating Margin and adjustments to the Interest Cover. The Board noted how these changes impacted on the key reporting measures. During the discussion on the Golden Rules the Board considered the wider external challenges and how others within the sector were reacting, noting that Riverside was not an outlier in facing and reacting to these challenges, particularly around tall buildings and fire safety work.	
	The Board then considered the stress testing work in detail, reflecting on the "matrix" tests which had been introduced last year covering a range of single variant tests, and the 20 plus multi variant stress tests that sat alongside them. The Board also considered the additional stress testing looking at counterparty failure, a maximum ICO fine and further increased spend on repairs, all of which were in line with the Regulators requirements. Having reflected on the scenarios under the various stress tests the Board focused on the mitigations in place should they be required, which were contained in 6 tiers ranging from tier 1 including mitigations like removing 25% of external legal spend or stopping business development in Care and Support through to Tier 6 which was to seek a merger partner. In response to a question from the Board around the reality of tier 6 and finding a merger partner, CMM confirmed this was a very last resort mitigation but even so given the size of Riverside there were still a small number of housing associations who could consider merger discussions. In discussing the mitigations, the Board recognised the work that had gone into the stress testing and mitigations and agreed the discussion had set them up well for the further Business Plan discussions to take place on the 18th of May.  The Board NOTED the Business Plan Update	
074/23	Climate Responsibility Strategy – Year 1 Refresh (Item 2.3)  The Board received the report that provided an overview of the 'Climate	
	Responsibility' strategy review that had been carried out at the end of the first year in accordance with a commitment made upon its approval by Group Board in May 2022.	
	PN presented the report and explained to members that the strategy scope had now been broadened to include OHG and Riverside Scotland. There had been no significant changes to the vision or objectives. The minor changes that had been made were set out in the appendix to the report for ease of reference. PN highlighted three areas for Board	

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Ref:		
	<ul> <li>Data – how the team were blending static building data, (i.e., EPC and stock condition data) with actual in-use data, (including Switchee devices) to get variable solutions to make the right bespoke solutions for properties</li> <li>Reporting – enhancing reporting, including focused KPl's was giving better oversight into future scenarios and solutions</li> <li>Engagement – improved engagement and empowerment of stakeholders is supporting the objectives and building the inhouse retrofit capacity is reducing reliance on external expertise to deliver retrofit</li> </ul>	
	The Board noted the next steps were to build the sustainability team led by Tessa Barraclough, building the delivery plans from the strategy and keeping the momentum going on Social Housing Decarbonisation Fund.	
	The Board <b>APPROVED</b> the revised strategy, noting the summary of amendments and year-end performance update.	
075/23	Submission of the Local Centre Masterplan to Planning, Palace Fields, Runcorn (Item 2.4)	
	The Board received the report that provided an updated commentary on the significant progress that had been made since the last report to Group Board in October 2022.	
	CAM presented the paper which proposed delivering a 10-year regeneration programme across Palace Fields, Runcorn that would see the construction of 391 new homes with a comprehensive place making approach to building neighbourhoods.	
	The Board discussed the financial viability and that as the phased developments came back to Board for approval, they would be accompanied by updated financial viability updates and stress testing. The Board recognised some of the remaining challenges including acquisition of some of the required land, particularly from remaining owner occupiers, the rising costs of construction materials and the risk around property sales. NH, as chair of GDC informed the Board that the scheme had had robust challenge at the Committee, in particular around the risks of remaining land acquisition and it had been noted that compulsory purchase was a option of last resort if required, but the intention was to work with homeowners to get their support so CPO powers did not need to be exercised. The Board noted Riverside had good past experience of managing similar situations on other regeneration schemes.	
	CAM responded to questions from the Board in relation to the Building Scheme covenants referred to in the report that approaches had been made to Homes England about release or modification from the covenants referred to in the report. CAM also confirmed that in relation to the update on the Tricorn Hotel, contracts had now exchanged. In relation to the consultation CAM confirmed that 61% of respondents had strongly agreed or agreed with the questions on whether the designs would create	

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	a well-designed neighbourhood she would provide some further contextual data on the consultation  The Board also asked about the extra care scheme planned for the development and noted that it was being carefully planned around the design of the ground floor retail and bistro provision so that it could be adapted depending on actual use. JG also confirmed they were confident on demand for the extra care apartments  The Board:  • APPROVED the latest financial appraisal model for the project.  • AUTHORISED entering into a PCSA,  with Compendium to develop detailed design in the Local Centre.  • APPROVED the submission of a planning application for the Uplands scheduled for 16th June 2023.	CAM
076/23	Annual Treasury Matters review (Item 2.5) CONF.  The Board received the Annual Treasury Matters review, The annual review of the Group Treasury Policy and the Group Investment Policy had been undertaken by the Director of Treasury and Corporate Finance, along with an independent review undertaken by Devonshire's (Group Investment Policy) and Centrus Treasury Advisers (Group Treasury Policy).  The Board note that the report had been reviewed by GTC and GA confirmed he was happy to recommend as Chair of GTC. The Board did raise the issue of recent bank failures but noted that Riverside did not have any exposure to any recently failed banks in terms of investments.  Again, the Board discussed the report and reflected on the discussion that had taken place the previous day on risk, recognising that the report and the policies and strategy were aligned to that discussion.	
	<ul> <li>APPROVED the Group Investment Policy for the current financial year</li> <li>APPROVED the Group Treasury Policy for the current financial year</li> <li>APPROVED the Annual Treasury Strategy;</li> <li>APPROVED the new Specimen Signature Certificate to be used for all borrowing facilities, bank accounts and other bank mandates</li> <li>NOTED the Treasury Plan on a Page for 2023/24; and</li> <li>NOTED the results of the Treasury Team with regards to the Treasury Plan on a Page for the year ended 31 March 2023.</li> </ul>	

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077/23	Annual review of Group Tax Strategy and Policy (Item 2.6) CONF.	
	The Board received the Annual review of Group Tax Strategy and Policy. The Board were asked to undertake the annual review of the Policy; the Board recognised this was both in line with the requirement to revisit the Strategy and Policy annually and general best practice and would ensure that the Strategy and Policy remain fit for purpose in light of wider goals and aspirations of the Riverside Group as a whole. CAM explained that the EDs had reviewed the proposed Tax Strategy and Policy document at their meeting on 25 April 2023 and were happy to recommend to Board that the same be approved.	
	The Board discussed the strategy and policy, noting the input and independent review provided by $\mbox{\rm PwC}.$	
	The Board <b>APPROVED</b> the Tax Strategy and Policy for the current financial year.	
078/23	Equality Diversity and Inclusion Action Plan 2022-23 progress update (Item 2.7)	
	The Board received the report that provided our annual year-end update on progress made in achieving the objectives set out in our Equality, Diversity and Inclusion (ED&I) Action Plan 2022/23.  HO highlighted the main points from the report including the intention to	
	report publicly on progress to aid transparency, how ED&I was being embedded in integration work and how TA had signed up to the NHF Chairs Challenge to improve diversity in the governance community. Hugh also highlighted the investment in technology to improve delivery of training to the governance community on matters including ED&I.	
	Responding to queries from the Board, HO confirmed there was still work to do on the collection of customer data, albeit the collation of colleague data was good. HO also recognised that there was still some work to do on ED&I within the portfolio of engaged customers within the governance community and this would be an area of focus in the future.	
	The Board <b>NOTED</b> the progress made in delivering the ED&I Action Plan 2022-23.	
079/23	Update on IT Strategy 2020-2025 (Item 2.8)	
	The Board received an update on The Riverside Group IT strategy & roadmap shared in May 2021 for the 5 years from April 2020 to March 2025, the Board noted that this IT strategy now covered the combined group and continued to be optimised in the context of the merger/integration of Riverside and One Housing Group.	
	The Board noted that the strategy was designed to protect the business and enable agility across the themes of customers, colleagues, data insights and modern technology. The Board recognised that the pace of	

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Net.	change was rapid but also noted that good progress had been made, building on the previous years' work  CC gave the Board some personal insight relating to IT connectivity from a recent visit to a Baycroft property, noting some of the experiences colleagues had told her about, in response TB explained some of the challenges being faced in rolling out solutions across all the Group schemes and properties, some 400 plus separate locations, it was agreed that TB would provide the Board with some further context around the IT challenges being faced by some frontline staff and how these were being addressed.  The Board <b>NOTED</b> progress to date.	ТВ
080/23	External Affairs Plan (Item 2.9)	
000/23	The Board received the annual plan which set out the priorities and objectives for the new External Affairs team, HO outlined how the team had been reorganised, bringing together a number of functions including media, public affairs, corporate communications and reputational management. The Board discussed the objectives contained within the report along with the actions and SMART outcomes, they also noted the plan had been approved by Executive Directors in April.  TA fed back some thoughts on the plan including when, in the report the perceptions audit was raised, it was important to balance the national picture with the need to consider the local and community angle. It was also important that the rest of the Executive Directors had greater visibility to stakeholders, the role of the Board could have greater prominence and important to reflect on political changes within the groups area of operations. HO agreed to reflect on these comments in agreeing the final version of the External Affairs Plan.  The Board <b>APPROVED</b> the External Affairs Plan	НО
081/23	Combined Risk Register (Item 3.1) CONF.	
	The Board received the paper on the Combined Risk Register from CMM. The significant changes since the register was last reported to Board in March were noted by the Board.  The Board began the discussion on the risk register by reflecting on the quality time they had together to do a deep dive into risk at the Board session the previous evening. The Board and Executive Team reflected	
	on the work and discussion which had taken place in that one-and-a-half-hour session and agreed it had been an excellent time to reflect and had really helped to inform and shape risk and risk appetite within the Group going forward.  The Board noted that colleagues had picked up and taken away the changes and mitigations and noted that the revised register would be	

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	presented to the GAC in June and was scheduled to come back to Board in July.	
	The Board <b>REVIEWED</b> the Risk Register and <b>NOTED</b> the changes	
082/23	Homes England Compliance Audit Report Findings – Hepburn Gardens and Rivacre (Item 3.2)	
	The Board received the report that informed them of the results of two audits carried out by Homes England into compliance at the two development schemes at Hepburn Gardens and Rivacre, both of which had been green rated which was extremely encouraging and was in line with the other two completed during the year, which had also been green rated.	
	The Board <b>NOTED</b> the Homes England Compliance Audit Reports for Hepburn Gardens and Rivacre.	
083/23	Term of Office Extension - Ingrid Fife (Item 3.3)	
	The Board noted Ingrid's declaration of interest in relation to this item. The Board noted the paper and in particular that the extension would take Ingrid over the 6-year rule under the NHF Code of Governance but recognised that there was a strong business case for approving the extension to ensure continuity during the integration. CMM also placed on record her thanks to Ingrid not only for all her work and commitment to date but also for agreeing to stay on to help guide Riverside through the integration with OHG.	
	The Board <b>APPROVED</b> the following:  • That Ingrid Fife be re-appointed to the Board for a fixed term until 30 April 2024 once her current term of office comes to an end on 28 October 2023	
	<ul> <li>That Ingrid Fife will be re-appointed to the Care and Support Committee for a fixed term until 30 April 2024 once her current term of office comes to an end on 28 October 2023</li> <li>That Ingrid will be re-appointed to the OHG Board for a fixed term until 30 April 2024, to ensure continuity through to the completion of the merger integration project.</li> </ul>	
084/23	Merger Due Diligence (Item 3.4)	
	The Board received the report that provided assurance that the amber matters raised in due diligence have either been resolved or have continued appropriate scrutiny.	
	The Board welcomed the paper and agreed it was good to see the matter "full circle". In response to a query from the Board, SSh provided some further context around the rationalisation projects ongoing at both OHG	

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noi.	and Riverside in an attempt to slim down the overall number of corporate entities within the group structure.	
	The Board <b>REVIEWED</b> the contents of this report and appendices.	
085/23	Minutes of Previous Meeting (Item 3.5)	
	The minutes of the meeting held on 15 March 2023 were <b>APPROVED</b> as an accurate record.	
086/23	Matters Arising from Previous Meeting (Item 3.6) CONF.	
	In relation to matters arising from the previous meeting, an update was provided to say that colleagues were going out to Board members for dates for the Chairs Challenge, it was hoped this might be held in July, but this would be subject to Board member availability	
	The update provided on Matters Arising from previous meetings was <b>NOTED</b> .	
087/23	Written Resolutions and Chair's Actions CONF.	
	The Board received the paper that set out details of the decision of the Board taken on 31 March, between meetings via written resolution. The Written Resolution related to the appointment of two contractors to carry out retrofit works under the SHDF in the Northwest and in the London region the paper 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.	
	The Board also noted the Chairs action which had been taken on 30 <sup>th</sup> March between meetings which proposed changes to the Riverside Group Scheme of Delegated Authority. The paper also addressed the reasons why the decision was taken via the Chairs Action route	
	The Board <b>NOTED</b> the decisions taken in the period which could not be delayed until the following, scheduled Board meeting.	
088/23	Committee and Subsidiary Board Update (Item 4.1)	
	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.	
	Whilst the report provided the detail CC wanted to raise that in addition to the meeting the OHG Board had also held a similar deep dive session into Risk, the results of which were being fed into the revised OHG Risk Register.	
	In SS absence PN highlighted a number of matters which SS wished to bring to the Board	

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	<ul> <li>Overall, there were positive and encouraging signs in a number of important customer service areas. Committee agreed to highlight to Board their concerns re delays to the implementation of the Job Management System, as a key system to enable service improvements.</li> </ul>	
	<ul> <li>The Committee wished to highlight the ongoing discussions at CEC re the impact of digitalising services (i.e., the so what) re ease, quality and reducing transactions costs. CEC had requested that the next report focuses more on the outcomes for customers and TRG.</li> </ul>	
	<ul> <li>A spike had been noted in High-Risk Overdue Actions. They wished to flag this to Board but to note that CEC will continue to keep this under review.</li> </ul>	
	IG also flagged to Board that the Evolve Board had also had a comprehensive follow up session on risk.	
	The Board <b>NOTED</b> the updates provided on the Committee and Subsidiary Board Activity for the period March 2023 to date.	
089/23	RP - Year-end Strategic Performance Report - 2022/23 (Item 4.2)	
	The Board received the report that introduced the year-end (2022-23) 'Our Riverside Plan' Strategic KPI performance report, noting the strategic KPI report that tracked performance across each of the last three years. The Board recognised the challenging environment against which the objectives of the plan had been delivered and noted that this, along with other factors including the merger and bringing the ToE forward a year had diverted some energy away from other areas and had impacted in some areas, but overall performance had been positive with a 72% completion rate.	
	The Board discussed the report and recognised that it was important to focus on the aims rather than just targets, they acknowledged that a lot of excellent work had been done and thanked colleagues for their achievements.	
	The Board <b>NOTED</b> the RP - Year-end Strategic Performance Report - 2022/23	
090/23	Operational Performance Report (Item 4.3)	
	IG provided the Board with an update on operational performance, since the last meeting. The Board noted a minor change to the KPI definition for Attrition on the Colleague dashboard since the last publication. The change mitigated against volatility that resulted from groups of colleagues changing directorates during the reporting period.	
	The Board discussed the KPI's reported, noting an uptick on satisfaction levels generally but a dip in satisfaction around complaints handling along	

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	with an increase in complaints around damp and mould linked to publicity, greater awareness and campaigning. On complaints handling generally, PN provided an update on plans to create a central team who would deal with complaints after stage 1, he was recruiting to that team, and it was hoped the team would be up and running in June and the changes would drive further improvements in complaint handling.	
	IG explained Riverside had seen an increase in safeguarding reporting which colleagues saw as a positive through greater education and mandatory training. The Board noted a very slight dip in gas compliance which was linked to a high number of boiler failures during the winter months. IG also explained the rise in high-risk overdue actions, with Board noting 74% of them related to the supply of fire doors which was a problem for all housing providers. The Board also noted the improvements in cash collection KPI's and the reduction in current arrears	
	The Board noted a dip in compliance on mandatory training and JG explained that a paper on people was coming to the July Board so that would address some of the challenges there. The Board asked that it was moved up the agenda so it could be given appropriate time for discussion	RJH
	The Board <b>NOTED</b> the contents of the March 2023 Executive KPI dashboards.	
091/23	Financial Performance Update (Item 4.4) CONF.	
	CAM presented the financial performance report to the Board as at Period 12 of the Financial Year. The Board noted that in relation to the overall performance of the Group, YTD operating margin was 5.3% adverse to Forecast with YTD Net Margin 3.5% adverse to Forecast. Riverside's operating surplus was £76.02m which was £4.43m favourable to Q3F. Net surplus was £34.51m which was £3.85m favourable to Q3F.	
	The Board also noted the position for OHG and spent some time discussing some of the issues affecting their financial performance over the last 12 months and reflecting on some of the volitivity around OHG budgeting. The Board noted that the integration process had resulted in a deeper understanding of some of the challenges OHG had been facing but there was more confidence on budgeting and forecasting now. The Board also agreed that it was right that they had considered the change in the risk register to move delivering the Business Plan and budget to the top of the register.	
	Overall potential impact of risks and opportunities for Riverside and OHG were discussed with the Board noting the overall combined opportunity from a consolidated group position. The Board also noted in particular the 7 red early warning signs contained within the report.	
	The Board <b>NOTED</b> the report, in particular the seven red Early Warning Signs in Section One and Appendix Two.	

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092/23	Quarterly Development Update (Item 4.5)	
	The Board received the report that provided a summary of the development activity across The Riverside Group Limited for the year ended 31st March 2023. The Board noted that customer satisfaction levels were at 81% for Riverside and 90% for OHG at Q4. The Board also noted that in Riverside 957 new homes had been built in the year and in OHG 70 new homes had been delivered.	
	The Board NOTED the Quarterly Development Update	
093/23	Six Monthly Joint Venture Update (Item 4.6)	
	The Board received a report that provided an overview of performance across all the JV's within the Group in the context of the five central themes set out in the NHF Code of Governance, noting the evidence of compliance.	
	The Board <b>NOTED</b> the Six-Monthly Joint Venture Update	
094/23	Any Other Business (Item 5)	
	There were no matters of AOB.	
095/23	Chair's Summary (Item 6)	
	The Chair thanked the Board for attending and that it was good to have the Board discussions, including the session on risk the evening before in person. TA also thanked report authors and members for contributing to the discussions on the reports	
096/23	Date of Next Meeting – 13 July 2023 (Teams) (Item 7)	
	The date of the next scheduled meeting was noted	

Terrie	Alafat, TRGL Board (Chair)	Date		
Signe	d:			
	The date of the next scheduled meeting was noted			
96/23	Date of Next Meeting – 13 July 2023 (Teams) (Item 7)			
			I	