



Meeting Minutes

Board/Committee:	The Riverside Group Ltd Board (the “Board”)		
Date and time:	10am 10 October 2024		
Location:	Microsoft Teams		
Present:	• Terrie Alafat	(TA)	Chair
	• Sandy Murray	(SM)	Board Member
	• Erfana Mahmood	(EM)	Board Member
	• Mona Shah	(MS)	Board Member
	• Nigel Holland	(NH)	Board Member
	• Olwen Lintott	(OL)	Board Member
	• Richard Williams	(RW)	Board Member
	• Sam Scott	(SS)	Board Member
	• Paul Dolan	(PD)	Co-opted Board Member
In attendance:	• Jules Jackson	(JJ)	Board Observer
	• Tony Blows	(TB)	Chief Information Officer
	• John Glenton	(JG)	Executive Director Care and Support Services
	• Ian Gregg	(IG)	Executive Director Asset Services
	• Cris McGuinness	(CAM)	Chief Financial Officer
	• Patrick New	(PN)	Executive Director Customer Service
	• Jehan Weerasinghe	(JW)	Managing Director for OHG
	• Sara Shanab	(SSh)	Executive Director Corporate Services and General Counsel
	• Russell Hall	(RJH)	Head of Governance (TRGL)
	• Hugh Owen	(HO)	Director of Strategy and Public Affairs
	• Rob Marcantoni	(RM)	Group Director of Development
Apologies:	• Kei-Retta Farrell	(KF)	Board Member
	• Pauline Ford	(PF)	Board Member
	• Fenella Edge	(FE)	Board Member
	• Stuart Gambling	(SG)	Director of Internal Audit & Risk

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157/24	<p><u>Apologies for Absence (Item 1.1)</u> VERBAL</p> <p>There were apologies received from Pauline Ford, Stuart Gambling, Fenella Edge and Kei-Retta Farrell.</p>	
158/24	<p><u>Declarations of Interest (Item 1.2)</u> VERBAL</p> <p>A declaration of interest was raised for SM in relation to item 3.8 on the agenda given her role as a trustee of The Riverside Foundation.</p>	
159/24	<p><u>Chair's Matters (Item 1.3)</u> VERBAL</p> <p>The Chair opened the meeting by thanking PD and his team for the work that had gone into preparing the two-day strategy event in Liverpool and thanked all the Board members for their invaluable contributions which would help shape the next Corporate Plan and the strategic direction of Riverside for the future.</p> <p>TA then introduced the agenda, noting that it was full and there were a lot of important matters to discuss. TA also noted there had been good progress in the quality and focus of the papers following recent Board feedback.</p> <p>The Board NOTED the Chair's update.</p>	
160/24	<p><u>Customer Story (Item 1.4)</u> PRESENTATION</p> <p>The Board received the Customer story, in relation to a customer who had been helped via Riverside's Housing First approach. The Board watched a video setting out the background to one of Riversides customers who had had a difficult upbringing and had fallen into dependency on drugs and alcohol. After an incident when he had been seriously assaulted and hospitalised, after his discharge from hospital, colleagues from Riverside helped the customer under the Housing First initiative to provide not only supported housing but the vital residential rehabilitation support to help him maintain his tenancy and also address his addiction problems and turn around his chaotic life to the point where he was now employed by Riverside as a Support Worker, using his own lived experience of homelessness and addiction to help others.</p> <p>The Board recognised that in difficult times support and prevention services are often the first to be cut but the video showed the Board just how important those services provided by Riverside are, to help customers, and the importance of a multi-agency approach.</p> <p>The Board recognised that the intervention in this case had probably saved his life and asked how it might be possible to intervene earlier in cases like this. JG responded by confirming it was often difficult as a crises often triggered intervention but that much was dependent upon the individual being in a place to accept change and for scarce prevention services being accessible. JG explained that Riverside did have an intensive tenancy service and a customer service team who were trained to look for early interventions and could refer and signpost to other agencies.</p> <p>TA commented that whilst the Board heard a lot about Riversides support services it heard less about Riversides relationships with local authorities and other agencies in this space and that it might be good to talk about those links</p>	

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	<p>and challenges at some point in the future as local authorities faced their own financial challenges and what the risks and opportunities for Riverside might look like.</p> <p>The Board NOTED the customer story.</p>	PN/JG
161/24	<p><u>STRATEGY, POLICY AND BUSINESS PLANNING</u></p> <p><u>Chief Executive Officer's Report (Item 2.1)</u> CONFIDENTIAL</p> <p>PD introduced his update by first thanking the members for their input and leadership at the September strategy event which would help to shape the strategic direction and priorities for Riverside. PD then updated the Board on a number of matters including:</p> <ul style="list-style-type: none"> • The extent of the NED recruitment which had recently been completed • An update on the task and finish group and their work towards a new customer engagement strategy • An update on the rent review work commissioned and being carried out by DTP which was progressing well. The work gave good assurance generally on rent setting, but some areas were being identified in legacy OHG rent setting which would need to be addressed, and Board would be kept apprised • Plans to replace the retiring Hugh Owen and Patrick New <p>The Board noted the updates and recognised it was important to get the processes right following the DTP work. [REDACTED]</p> <p>TA noted that there had been a number of reports coming to the Board over recent months around legacy OHG operations which had been disappointing and wondered whether it might be helpful for the Board to have an overall round up of challenges with legacy OHG operations so they could be considered in the round, PD agreed to take this away for consideration.</p> <p>NH reflected on the increasing number of severe maladministration's being reported and what did the future for Riverside look like. Responding, PD confirmed that for context, the Riverside Group had a lower number than most of its G15 peers but that levels within legacy OHG stock and operations were higher within the group. A range of initiatives had been implemented to tackle the levels of referrals, but these would take time to have the desired impact, and, in the meantime, it was likely levels of referrals could remain higher than Riverside would like. PN confirmed that CEC were closely monitoring Ombudsman outcomes, along with complaints, looking for key trends and following those up at their meetings. PN also confirmed a new Head for the complaints team was starting later in October and they would have a strong focus on improvements in this area within legacy OHG operations, as the complaints referrals and resolution process within OHG operations was not working as well as it should.</p>	PD

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	The Board NOTED the Chief Executive Officer's Report.	
162/24	<p><u>Integration and Transformation Portfolio Status Report (Item 2.2)</u> CONFIDENTIAL</p> <p>TB introduced his paper by noting some of the changes he had made in response to requests from the Board and provided an update of the Riverside Integration and Transformation Portfolio as at the end of September 2024.</p> <p>The Board noted progress in terms of merger integration and wider business transformation and recognised that there were currently 18 live projects, with an additional 5 recently approved projects being mobilised. Notable projects included the integration of the combined Customer Service teams, delivery of a unified care management system and the OHG Property Services Stabilisation Programme. The Board discussed the pace of both system and service integration and the impact of the current sequencing and smoothing review on projects. TB explained to the Board that there was still a lot of work to do but that he and his team were focussed on looking at the next 12 months of activity to ensure work could be smoothed out as far as possible. Responding to a query around the smoothing process, TB confirmed that this might lead to some reviews of target integration dates but that overall, he was hopeful it would not impact too much on the overall timeframes set.</p> <p>TB confirmed it was important to prioritise system integration with people and services and that the required close co-operation across the organisation to make it as effective as possible was happening. PN explained that the quarterly updates to the governance community on integration provided background not just on system integration but also on people and service integration.</p> <p>The Board NOTED the content of the report and progress in terms of merger integration and wider business transformation, as overseen by the Portfolio Steering Group.</p>	
163/24	<p><u>Group Risk Register (Item 2.3)</u> CONFIDENTIAL</p> <p>SSh presented the latest version of the risk register. SSh explained that historically this had been brought to every Board meeting and that the register had had a thorough review by the Executive Team at their recent away day and as a result there were some other changes which needed to be incorporated. The intention was therefore to bring the report back in December with those changes and then for it to be reviewed quarterly by Exec and GAC before coming to Board. The Board would continue to have its annual deep dive in the workshop session at the March Board meeting.</p> <p>The Board noted the proposed changes but requested that dedicated time was set aside in the March deep dive to consider risk mitigations in some detail, although MS and EM did confirm to Board that there was good discussion of mitigations at GAC meetings.</p> <p>The Board REVIEWED the Group Risk Register.</p>	SSh/ SG

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164/24	<p><u>Risk Management Policy (Item 2.4)</u></p> <p>SSh presented the policy that was due its triennial refresh. The Board reviewed the Risk Management Policy, noting that it worked well and agreed a small number of minor updates before approving the Policy.</p> <p>The Board APPROVED the Risk Management Policy.</p>	
165/24	<p><u>Forward Together – Strategic Performance Report (Item 2.5)</u></p> <p>The Board received the report that introduced the mid-year 2024/25 year-end strategic performance report based on Riverside’s progress in delivering the ‘Forward Together’ Corporate Plan. The Board noted that Riverside was doing okay but it was not complacent, and they recognised that there were some targets that were not currently being met. PD confirmed that it was the intention of ED’s to review the later parts of the plan to maintain focus on priorities. This, Board noted, was particularly important in light of some of the earlier discussions around legacy OHG challenges both in terms of operations and stock and the Board looked forward to receiving future assurance on realistic targets and metrics for the next 12/24 months.</p> <p>IG provided the Board with some assurance on the ongoing work on stock condition surveys with the Board taking assurance that the surveys being completed were reliable and provided evidence of consistency with Riverside’s own knowledge on stock condition.</p> <p>The Board raised a query around the TSM’s and differences in approach with Riverside Scotland. In response the Board noted that Scotland had its own Board looking at these issues, which PN attends and which reports into Board in the subsidiaries update. It was recognised that the TSM’s didn’t apply to Scotland and leasehold properties, which was why Riverside continued to also report on the 4C’s which gave the Board a more complete picture across other tenures within the portfolio not directly covered by the TSM’s.</p> <p>The Board NOTED the strategic performance report.</p>	
166/24	<p><u>2025/26 Business Plan Approach and Economic Assumptions (Item 2.6)</u> CONFIDENTIAL</p> <p>CAM presented the paper that set out the Budget and Business Plan approach for 2025/26 as well as presenting the initial proposed economic assumptions to be used for the 2025/26 Group Business Plan with the Board noting that the rent assumptions may be amended once the Government had confirmed their decisions.</p> <p>The Board noted some of the highlighted assumptions, including some prudent improvements with voids and bad debt. CAM also informed the Board that Riverside Scotland assumptions were being reviewed by their Board and there would be a comprehensive stress testing exercise once all assumptions were agreed.</p> <p>Board members discussed the assumptions and CAM provided assurance around their robustness and why there were different assumptions in place</p>	

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	<p>across the business. In response to a challenge about what a “normal” set of assumptions might look like, CAM confirmed that it was almost impossible to say what was normal but agreed to share more contextual information for the Board around the assumptions</p> <p>The Board DISCUSSED and NOTED the 2025/26 Budget and Business Plan approach and approval dates; and APPROVED the proposed Economic Assumptions.</p>	CAM
167/24	<p><u>Juniper Crescent – Revised Affordable Housing Offer (Item 2.7)</u></p> <p>JW presented the paper that sought approval for an updated affordable package price [REDACTED] this was a change to the previous approval of £43.25m. The Board noted that Juniper Crescent was part of the Camden Goods Yard development and a key part of Riverside’s redevelopment plans. They also noted that under the proposal there would be an increase in affordable homes, a potential uplift in grant rates and an anticipated uplift in overall return for Riverside.</p> <p>JW confirmed that the paper had met the hurdles at DIAP and had been discussed and recommended for approval at GDC too. RM provided the Board with further clarification around the two positions presented, confirming position B was the best case. NH confirmed that it had been given a robust review at GDC and that in his opinion the grant rates being proposed were reasonable. He also confirmed that the recently published issues with the JV partner had been discussed at GDC but that the Committee had received sufficient assurance around the JV arrangements to recommend proceeding.</p> <p>The Board APPROVED an updated affordable package [REDACTED] therefore enabling the submission of a planning application for 478 new homes jointly with our contracted JV partner (Countryside) in October 2024.</p>	
168/24	<p><u>PERFORMANCE REPORTING</u></p> <p><u>Committee and Subsidiary Board Update (Item 3.1)</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 confirmed the report presented an accurate summary of activity. In addition, the following comments were made:</p> <ul style="list-style-type: none"> NH provided an update in relation to GDC to confirm that some of the cost pressures were easing in the sector moving the risk from red to amber. The Committee was bedding in its new members. He also confirmed good discussions had taken place around the Westwood Cross development and the proposed Windsor and Maidenhead Transfer. SS provided an update in relation to CEC confirming the Committee were getting a high level of assurance across many areas and good improvements were being evidenced in relation to D&M and gas compliance. SS confirmed that, as PD had mentioned, they did expect some areas might take a little while to see improvements but 	

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	<p>highlighted that lift safety was an area of concern for CEC and was being investigated ahead of the next meeting. He also noted that the new committee members were settling in well.</p> <ul style="list-style-type: none"> • PF was not present at the meeting but TA provided the Board with an update on the CSC meeting she had received from PF in advance of the Bord meeting and referenced the approach taken by PF in addressing updates under an Alert, Assure and Advise heading was helpful – it was agreed that this would be looked at by the Governance Team to see if that approach could be incorporated into all committee and subsidiary reporting. TA noted that PF wished to alert the Board to the following matters, the first was Risk 1 on the C&S Risk Register which was focused on the differential timings for integration of systems and which was impacting on operational activity, the second was around data quality and some difficulties in obtaining the level of assurance the committee wanted and the third was around a specific issue on historic local authority debt. The detail of all areas of alert, assure and advise were contained in a note and TA requested this be added to the document library in Convene for Board members to review. • IG gave a very short update in relation to Evolve noting the Job management system had gone live, with the initial issues now resolved. • SM confirmed Riverside Foundation would be picked up later on the agenda, as would GTC's review of the Quarterly Treasury Review • MS provided an update around GAC where they had signed off the accounts and had robust discussions on the risk register. MS made reference to the new committee members settling in well and that the November meeting would have a focus on internal audit but also involved a separate session of the committee allowing some time to get together and discuss items outside of the formal meeting. • PN provided an update on Riverside Scotland where 3 new board members had been appointed and good discussions had taken place around asbestos surveys, which he also confirmed had been addressed in CEC too. PN explained that the work around asbestos was an example of good practice where, when CEC was presented with the initial information, they had gone back to the Riverside Scotland Board for additional assurance, which had now provided the additional assurance sought. • NH provided a short update on Subs Group noting that it was still a work in progress, but good assurance was being provided. • SM noted that GRC had met but the important updates were either contained in the report or referenced elsewhere on the agenda. <p>The Board NOTED the updates provided on the Committee and Subsidiary Board Activity for the period 7 July 2024 to date.</p>	<p>RJH</p> <p>RJH</p>
169/24	<p><u>Monthly Exec Dashboards (4Cs) (Item 3.2)</u></p> <p>IG introduced his paper by confirming that it was a lot shorter and more focused following on from Board comments, although additional information was still available in the document library for any Board member wishing to see more detailed information.</p>	

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	<p>Performance against the key KPI's was considered by the Board. Board noted the revised presentation of the dashboards and approved the new format, with a focus on the business streams and items reported as red under the RAG rating. Key highlights were pulled out and discussed by the Board members for the period up to the end of August. The Board noted there had been some good improvements in many areas including Care and Support and noted that FRAs were on target for the end of the year, but did note some areas where further work was being undertaken to understand reporting, including on cash leakage and empty homes performance.</p> <p>The Board noted an apparent anomaly around cash leakage and reporting of empty homes being reduced, in response IG confirmed this had been noted and was being investigated to see what was behind the apparent anomaly. The Board also recognised some challenges on the customer dashboard and raised a query around the levels of mandatory training. In response PN accepted there was work to do on customer satisfaction and this would be subject to closer scrutiny by Board at the upcoming Masterclass in November and in relation to failing to hit the KPI's around mandatory learning, JG confirmed there had been some system difficulties with the automated notifications of training requirements for colleagues but this was being addressed by a new system being rolled out to all colleagues in November, which would see performance improve.</p> <p>The Board:</p> <ul style="list-style-type: none"> • NOTED the contents of the August 2024 month-end operational performance report and accompanying dashboards. • NOTED the simplified presentation of the dashboards, which also now contained business unit-level performance metrics. • NOTED that this report focused on metrics that were reported RED across all 3 business units (plus those that reported RED within the Colleague dashboard). • The Board also NOTED under the refreshed reporting that the document library contained business unit-specific performance reports. 	
170/24	<p><u>Financial Performance Update (Item 3.3)</u> CONFIDENTIAL</p> <p>CAM presented the financial performance report as at the end of August 2024 compared to the Quarter One Forecast (Q1F). The Board noted that the YTD Operating Margin was 17.6% which was 1.6% favourable to Q1F and YTD Net Margin at 1.4% was 1.5% favourable to Q1F. Total income was £1.19m adverse to Q1F due to service charge income, development for sale income and void loss. Total expenditure was £5.13m favourable to Q1F due predominantly to savings in R&M, land and property surplus, sundry housing management and service charge expenditure.</p> <p>The Board noted the four red early warning signs, including void loss and bad debts along with average cost per unit of shared ownership and development for sale margin but on balance could see that there were some good signs in the figures and that the controls being put in place seemed to be having the desired results.</p>	

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	<p>CAM provided additional assurance around the reporting on planned works in section 2.16 of the report and capitalisation of the costs associated with the damp and mould works in section 2.17 of the report. The Executive team also provided further information to the Board around the levels of bad debts across the Group, some of which was linked to debt from local authority contracts. PN notified the Board that a paper addressing bad debt and potential write off was going for scrutiny at the next Executive Directors meeting and that the position would hopefully improve when the new Head of Income Collection was in post, who would be very focused on this.</p> <p>The Board also welcomed the proposed changes to simplify reporting from the September results onwards, (which would also include VFM reporting).</p> <p>The Board NOTED the report, in particular, the four red Early Warning Signs.</p>	
171/24	<p><u>Quarterly Treasury Report (Item 3.4)</u></p> <p>CAM presented the report that provided a high-level summary of the Quarterly Treasury Report (“QTR”). Board noted the QTR had been discussed at the Group Treasury Committee on 5 September 2024 and was being presented to Board for information only as there were no approvals attaching to it.</p> <p>Board noted that a new private placement had been agreed [REDACTED] and, with the carve outs agreed, all loan positions as of 30 June 2024 were compliant. The Board also noted plans for additional debt raising exercises and the related ongoing project to prepare existing stock for securitisation.</p> <p>The Board NOTED the contents of the Quarterly Treasury Report.</p>	
172/24	<p><u>Increase in Debt Ceiling (Item 3.5)</u> CONFIDENTIAL</p> <p>CAM presented the report that set out the reasons for requesting an increase to the maximum debt figure from £3bn to £5bn ensuring that the long-term business plan could be delivered whilst taking advantage of some potential short term timing advantages to lower the interest bill [REDACTED].</p> <p>CAM provided some additional background information around the reasons to increase to £5bn and provided some context around the levels other peers had in their constitutional documentation. The Board noted the content of the paper and agreed it was prudent to move it to the level referred to.</p> <p>The Board APPROVED the increase in the debt ceiling from £3bn to £5bn.</p>	
173/24	<p><u>Quarterly Development Update (Item 3.6)</u> CONFIDENTIAL</p> <p>JW presented the report that provided a summary of the development activity across The Riverside Group Limited for the quarter ended 30th June 2024. Again, Board noted this was a more summarised version of previous reports and welcomed the change.</p> <p>The Board noted the key points including the handover of an additional 24 homes on top of the 179 homes reported across group, against a Q1 target of</p>	

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	<p>403. The Board discussed a number of the ongoing developments [REDACTED]</p> <p>The Board NOTED the content of the report.</p>	
174/24	<p><u>Value For Money Strategy (Item 3.7)</u></p> <p>CAM presented the report that introduced a new Value for Money Strategy document, setting out the Group’s approach to controlling costs and delivering efficiency savings over an initial period of 2024-26, which was linked and aligned to the corporate planning cycle.</p> <p>The Board recognised the strategy would help clarify the VFM approach and noted the key areas of activity identified under the three objectives which reflected the Regulators VFM Code of Practice. The Board also acknowledged that this approach would address some of the comments on VFM that came from the Regulator as part of the IDA. The Board also made reference to the need to see in the reporting, visibility on cost and quality in goods purchased and services.</p> <p>The Board APPROVED the VFM strategy.</p>	
175/24	<p><u>Supporting the Livelihoods of Customers and Building Stronger Communities – The Role of The Riverside Foundation (Item 3.8)</u></p> <p>HO presented the paper that provided an overview of activity of The Riverside Foundation in the last 12 months. Board noted the progress made against strengthening compliance with the agreed directions as well as the strategic approach to funding in alignment with the Communities and Livelihoods Strategy. The Board also noted the review of the Riverside Foundation as the grant funding body and the proposal for a new three-year funding agreement for approval, covering the period April 2025 – March 2028.</p> <p>The Board recognised that the Foundation was well led and supported and noted the many excellent projects that had been funded. They also reflected on the promise made at the merger to allocate £2.5m per annum to projects supporting customers and communities.</p> <p>Responding to a query from the Board HO confirmed that whilst the funding provided by Riverside was its main source of funds, they were trying to bring in funds from other sources, including Riverside’s contractors, and to obtain match funding but that was difficult in the current challenging economic environment.</p> <p>The Board NOTED the report and APPROVED the continued funding of the Foundation for the period 2025-8.</p>	
176/24	<p><u>Baycroft Annual Report (Item 3.9)</u></p> <p>JG presented the paper that provided an update on the transfer and effective contract management of the Baycroft CQC registered care homes. Board</p>	

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	<p>noted that an annual report would be provided in June of each year in-line with the reporting cycle requirements from the new provider.</p> <p>JG drew the Board's attention to the approach made by CCC to amend the use of some of the rooms within the schemes, which would create some additional accommodation. JG explained this was to be viewed positively showing CCC were making longer term plans. JG also referenced the financial performance showing an operating surplus favourable to the Q1 Forecast, and the positive direction for occupancy which again were very good signs.</p> <p>The Board NOTED the content of the report.</p>	
177/24	<p><u>GOVERNANCE, RISK & COMPLIANCE</u></p> <p><u>Cyber Security 6 Monthly Update (Item 4.1)</u> CONFIDENTIAL</p> <p>TB presented the six-monthly report that provided the Group Board with an update regarding Riverside's current Cyber Security position from a global context and internally within the Group.</p> <p>The Board noted the context provided by TB for the report, recognising the global concerns including threats from cybercrime and supply chain vulnerabilities. The Board noted the key themes contained within the paper which included enhancing the cyber security programme, the deployment of Windows 11 across the business, the focus on risk management and increasing cyber security governance.</p> <p>TB confirmed that colleague training and awareness was still a priority for his team. TB assured the Board that the current red rating for training reported was being addressed and Board members would see improvements in the coming months.</p> <p>The Board NOTED recent developments, existing and emerging risks and the progress to date in terms of mitigations.</p>	
178/24	<p><u>6 monthly Property Condition Report (Item 4.2)</u></p> <p>Board was provided with the 6 monthly property condition report, (covering the period from 1 January to 30 June 2024), noting that the stock condition pilot was underway, with year 1 of the programme being mobilised at the start of September. Board noted the RAG rated summary of the investment programme and discussed the new enforcement notices that had been received since the last report along with the Housing Ombudsman Service determinations.</p> <p>The Board REVIEWED the content of the report.</p>	
179/24	<p><u>6 monthly Building Safety Report (Item 4.3)</u></p> <p>IG presented the 6 monthly Building Safety Report that covered 1 January to 30 June 2024.</p>	

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	<p>The Group noted the high levels of customer satisfaction that had been maintained with the Building Safety Transactional Survey at 92.9% and the TSM measure TP05 (safe home) achieved 74.9% against a target of 73.1% and TP10 (communal areas clean and well maintained) at 60.6% against a target of 56.4%. The Board noted the progress being made generally on building safety matters.</p> <p>In response to a question around safety on schemes where they were in the programme for cladding remediation works but those works hadn't started, IG provided assurance around safety by explaining about evacuation plans and waking watch processes in place along with other measures to protect customers, with the Board recognising that some of this detail had been the topic of a recent Masterclass session. Board agreed that this topic was important and should be considered again for another Masterclass at some point in the future.</p> <p>The Board REVIEWED the content of the report.</p>	IG
180/24	<p><u>6 monthly Health, Safety, Environmental and Business Continuity Report (Item 4.3)</u></p> <p>IG presented the combined HSE, Building Safety and Property Condition report to give a full picture of health and safety across all parts of TRG. The report was for the period of 1 January 2024 to 30 June 2024. Group Board noted they would receive, by exception, additional reports from the HSE and Building Safety teams as required.</p> <p>Board noted that HSE performance and risk management continued in a positive direction, with a continued increase in incident reporting which was recognised as a sign of a healthy safety culture. Board also noted that business continuity continued to evolve with a Group wide test of the level 4 business continuity plan earlier in the year. Board concluded their discussions by noting that the report provided them with the assurance that they needed.</p> <p>The Board APPROVED the content of the report.</p>	
181/24	<p><u>Review of Group Structure and Subsidiary Joint Venture Relationships (Item 4.4)</u></p> <p>SSh presented a six-monthly update on both the Joint Venture and Subsidiary entities in the Group structure. The report provided assurance that both Joint Venture and Subsidiary entities continued to support and enhance delivery of Riverside's mission.</p> <p>The Board noted the paper had been reviewed at the Subsidiary Group meeting. SSh drew Boards attention to the financial position set out in section 3 and to the fact that although the Subsidiary Group took a close view on operational activities, high level strategic reporting did still go to GRC. A question was raised about whether it would be possible to see in the report who the partners were for each JV and SSh directed the Board to the information contained in Appendix 2 which set out details of the JV partners.</p> <p>The Board REVIEWED and NOTED this report.</p>	

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182/24	<p><u>CEC Terms of Reference Review (Item 4.6)</u></p> <p>SSh presented the Customer Experience Committee Terms of Reference report.</p> <p>The Board noted the tracked changes but recognised that they may need reviewed again later following the external governance review being completed by Altair.</p> <p>The Board REVIEWED and APPROVED revised Terms of Reference for the Customer Experience Committee.</p>	
183/24	<p><u>External Legal Panel Procurement (Item 4.7)</u></p> <p>The Board received the report detailing that the existing Riverside panel arrangement was due to expire and had been re-tendered following a competitive procurement process. The Board noted that the new panel would stretch across all Riverside legal activity, with an exit from the HALA framework to take place once the new panel had been established.</p> <p>The Board APPROVED Riverside's new external legal panel.</p>	
184/24	<p><u>Planning for Board - 2025 and beyond (Item 4.8)</u></p> <p>SSh presented the report setting out some revisions to the timing and mode of the forthcoming Board meetings, building on the dates already in Board members diaries and setting out further details on which meetings will be in person and which will be via Teams.</p> <p>The Board agreed that the meeting in March would take place in Wakefield and include visits to Marshway House, Marie House and Wakefield Young Families service and the meeting in May would take place in London and include some site visits of the regeneration schemes.</p> <p>The Board NOTED the content of this report and APPROVED the potential locations for forthcoming Board meetings.</p>	
185/24	<p><u>Board Masterclass Schedule 2025 (Item 4.9)</u></p> <p>SSh presented the report that set out the proposed Board Masterclass sessions for 2024/25 following appraisals with Group Board and the Governance community and discussions with the Governance Team. It included a review of attendance to sessions held in 2023/24.</p> <p>The Board noted the proposed change to alternate a Masterclass with a deep dive review of a key strategy supporting the Forward Together plan Board members were encouraged to attend the masterclasses and noted that they were all available on "catch up" within Convene. Board suggested that any Masterclass on finance might be positioned before discussions on budget.</p>	SSh

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	The Board REVIEWED and APPROVED the proposed timetable of sessions, including suggested leads and support, subject to further appraisal feedback.	
186/24	<p><u>Minutes of Previous Meetings (Item 4.10) CONFIDENTIAL</u></p> <p>The minutes of the meetings held on 11 July 2024 were APPROVED as an accurate record.</p> <p>The Strategy Day minutes for the meeting held on 26 September 2024 will follow for approval at the next Board meeting.</p>	RJH
187/24	<p><u>Matters Arising from Previous Meeting (Item 4.11) CONFIDENTIAL</u></p> <p>The Matters Arising from previous meetings were reviewed and noted as all complete.</p>	
188/24	<p><u>Written Resolutions and Chair's Actions (Item 4.12)</u></p> <p>The Board NOTED the following decisions taken in the period since the last scheduled Board meeting on 11 July 2024, which could not be delayed until this scheduled October Board meeting:</p> <ol style="list-style-type: none"> 1. By Chairs Action on the 29 August 2024 the Chair, in relation to the FY2024 TRGL Financial Statements for Approval, reconfirmed the following three recommendations made by Group Board in July <ul style="list-style-type: none"> • REVIEWED the Financial Statements for The Riverside Group Limited and, content that they represented a true and fair view of the state of the company's affairs, • DELEGATED the approval of any further amendments that do not materially alter the reading of the Financial Statements to the CFO in advance of signing of the Financial Statements and the Management Representation Letter. • DELEGATED the signing of the Financial Statements and any related documents to authorised signatories, via electronic signature method. • APPROVED the Management Representation Letter and AUTHORISED signing by the relevant signatories. 2. By Chairs action on 12 September the Chair, on behalf of Group Board approved the placing into charge titles TY307142, TY312384, TY308833 and TY343871 to AHF. 3. By Chairs Action on 5 September 2024 the Chair, confirmed her approval, on behalf of The Riverside Group Limited, to the appointment of Pamela Forrest, Head of Housing and Communities, as the TRGL Representative for the Riverside Scotland AGM to be held on 18 September 2024 4. <u>Written Resolution – Cladding Framework, Axis, Olwen Lintott Extension and GRC Terms of Reference</u> 	

Min Ref:	Agenda Item	Action
	<p>On 3 September a member's resolution in writing was circulated to Board members. The resolution contained a number of requests which could not wait until the next meeting of the Board in October 2024. Those requests were as follows</p> <ul style="list-style-type: none"> • The first was to report to Board the outcome of a procurement exercise for a cladding remediation framework and to seek approval to award a place on the framework to a number of successful contractors. • The second was to report to Board the outcome of another procurement exercise for strategic and delivery partner to support OHG and RPS in their WIP and ongoing responsive repairs and void activity and to appoint Axis Europe Plc as that partner. • The third was to propose some minor changes to the Governance and Remuneration Committee Terms of Reference and the fourth was to propose a short extension to the term of office on Group Board for Olwen Lintott. <p>On 6 September 2024 the Board approved the following by Written Resolution:</p> <ol style="list-style-type: none"> 1. APPROVED the award of the Cladding Framework Contract to the suppliers shown below, for a maximum period of 4 years. <ul style="list-style-type: none"> • Kier Services Ltd TA Kier Places • United Living (South) Limited • Guildmore Ltd • Breyer Group plc • Mulalley and Co Ltd • VINCI Construction UK Ltd 2. APPROVED the award of the Responsive Repairs and Void contract to Axis Europe plc for a period of up to 2 years. [REDACTED] 3. In relation to the matters raised in the paper titled Amendments to Governance and Remuneration Committee Terms of Reference & Olwen Lintott Extension to term of office, to: <ol style="list-style-type: none"> a. APPROVED the changes to the GRC Terms of Reference set out in Appendix 1 to that report. b. APPROVED Olwen Lintott's tenure as a member of the TRGL Group Board be extended to 31 July 2025. 	
189/24	<p><u>Board Training Plan (Item 4.13)</u></p> <p>SSh presented the Board Training Plan which was noted by Board.</p> <p>The Board NOTED the Board Training Plan.</p>	
190/24	<p><u>Any Other Business (Item 5)</u></p> <p>There were no matters of AOB.</p>	

Min Ref:	Agenda Item	Action
191/24	<p><u>Approval to charge additional properties to AHF (Item 5.1)</u></p> <p>SSh provided a verbal update on the second Chairs Action noted under minute 188/24 above that was the Chairs Action to agree to placing into charge to AHF titles TY307142, TY312384, TY308833 and TY343871.</p> <p>SSh explained that although the Chairs Action, confirmed at the next Board meeting, was a perfectly acceptable governance route for Board approval the funders lawyers had requested the decision should be brought to a full Board meeting for approval. In order not to delay the transaction the Board agreed to the request.</p> <p>The Board AGREED the resolutions formally put to the Chair and which had been agreed on 12 September in relation to putting into charge to AHF, titles TY307142, TY312384, TY308833 and TY343871.</p>	
192/24	<p><u>Chair's Reflection Time (Item 6)</u></p> <p>The Chair and the Board Members broke into a separate session without the officers for some reflection time.</p>	
193/24	<p><u>Chair's Summary (Item 7)</u></p> <p>The Chair thanked the Board for attending and for their input into the meeting.</p>	
194/24	<p><u>Date of Next Meeting (Item 8)</u></p> <p>12 December 2024 via Microsoft Teams.</p> <p>The date of the next scheduled meeting was NOTED.</p>	

Signed:

Terrie Alafat, TRGL Board (Chair)

Date