

THE RIVERSIDE GROUP LIMITED

(Registered number 30938R)

A Meeting of the Board of The Riverside Group Ltd (TRGL) was held on
Thursday 5 October 2016
at the Hilton Manchester, 303 Deansgate, Manchester M3 4LQ

Chief Executive Officer's Cover Note to the Minutes

1. In line with Riverside's objective to be accountable and transparent the minutes of Group Board meetings are published on Riverside's external website.
2. A small number of items may be 'redacted' (blacked out) where they relate to either commercially confidential or personal information which it would be inappropriate to disclose. This is in line with our 'Transparency Statement'.
3. The October Group Board meeting was part of a wider stakeholder strategy event which provided an opportunity for Board Members to discuss current issues which have an impact on our activities and to consider Riverside's strategic priorities.
4. The minutes of the Group Board meeting are detailed below. As it can sometimes be difficult to get a sense of a meeting from the official record, here are my reflections on the key issues discussed:
 - The Group Board held a strategy day in September and agreed that the clear strategic direction of travel that emerged from this event will be used to develop the new Riverside Corporate Plan, which will determine our priorities for the coming three years.
 - The Group's operational performance at the mid-year point was noted. The Board was pleased that prudent financial management at Riverside has helped us ensure the financial strength to invest adequate resources to fulfil our charitable purpose.
 - The Board confirmed their full commitment to Riverside's transformation programme (TOM) to deliver an efficient and effective organisational structure and improve customer service. The Board endorsed Agile working to deliver flexible and efficient workplaces for all staff to support the TOM.
 - The Board discussed key reports on the external regulation by the Care Quality Commission of care and support schemes, fire safety management and gas safety management and endorsed the gas assurance action plan; (noting the importance of gaining access to our customers' homes).
 - A report from the Housing Services Committee was noted, including the change of name to the Neighbourhood Services Committee (NSC). Recommendations from the Governance and Remuneration Committee were approved on the initial composition of the NSC, to be chaired by Peter White. Walter Macfarlane will become Chair of the Riverside Group Tenants and Residents Federation, and step down as Board observer
 - The 2016 Annual report to customers was welcomed, and is available on Riverside's website. The Board noted information items covering recent

Committee, Subsidiary and Directors meetings.

Carol Matthews, Group Chief Executive

Agenda Item 4a

THE RIVERSIDE GROUP LIMITED

A Meeting of the Board of The Riverside Group Ltd (TRGL) was held on
Wednesday 5 October 2016 at 3 pm at the
Hilton Manchester 303 Deansgate Manchester M3 4LQ.

MINUTES

Present

Mr M Steinberg (Chair), Mr P H Raw (Vice Chair), Mrs S Jee (Treasurer),
Ms J E Baggaley, Mr J C Dale, Mrs P Davis, Mr P J Han, Ms C M Matthews,
Ms S E Trueman and Mr P White.

In attendance

Mr W Macfarlane	Tenant Board Observer
Mr R Clawson	Executive Director, Corporate Services
Mr J Glenton	Executive Director, Care and Support
Mr I Gregg	Executive Director, Asset Services
Mrs L Hearne	Executive Director, Shared Services
Mr J R W Wood	Executive Director, Neighbourhood Services
Ms J Quirke	Interim Governance Consultant (minutes)
Ms J M Vail	Senior Governance Officer (minutes)

Apologies for Absence

There were no apologies for absence.

Declarations of Interest

Declarations of interest were made by Peter White (Board Member), John Wood (Executive Director) and Walter Macfarlane (Tenant Board Observer) as proposed Chair and Committee Members of the Neighbourhood Services Committee (NSC) in respect of the report 'NSC – Appointment of Chair and Committee Members'. The Board agreed that Peter and Walter should remain present for this item (minute number 825 d).

Chair's Matters

The Chair

- a. welcomed Board Members to Manchester for the Board meeting, dinner and Stakeholder Strategy Day due to take place the next day on 6 October 2016; and
- b. welcomed Jan Quirke, Company Secretary with housing sector experience, who was providing support to the Governance team on an interim basis

following changes to staffing in the team and pending appointment of a new Governance Team Manager;

- c. advised that it was essential that the Board devoted appropriate time to the suite of compliance matters on the agenda and the presentation around our transformation programmes.

811/16 Minutes of the Last Meeting

The following minutes were approved and signed, and the resolutions were duly noted.

- TRGL Board meeting on 7 July 2016
- Confidential minutes of meeting on 7 July 2016
- Written Resolution 1 circulated on 2 August 2016 **CONFIDENTIAL**
- Written Resolution 2 circulated on 2 August 2016 **CONFIDENTIAL**

812/16 Matters Arising and Action Points

The matters arising were noted and the following actions were reported: a number of actions had been completed and would be removed from future reports. Action 4 would be reported to the Board meeting on 8 December 2016

[REDACTED] and Action 5 would be reported at a meeting date yet to be confirmed (which related to discussions by a number of housing associations in the Liverpool City region on the future of housing provision in the context of local government changes).

813/16 Governance Best Practice - Directors' Duties for Reference

The Board noted the annual reminder of the Directors' duty under the companies Act 2006 to promote the success of the Company and the six specific features of this duty.

814/16 Retirements and Elections at AGM

The Board noted that the retiring Board Members - Philip Han and Pauline Davis - were re-elected/elected at the AGM.

815/16 Chief Executive's Round Up - Confidential

The report was discussed and the Board received an oral update from the Chief Executive and a separate minute is recorded in TRGL Board Confidential Minute Book.

816/16 Group Board Strategy Day 8 September 2016: Notes on Emerging Themes

The Board reflected on the Group Board Strategy Day and:

- a reviewed the summary feedback;

- b agreed that the summary gave a clear strategic direction of travel which will be used as the basis for further work by the Executive Team in the shaping and development of the new Riverside Corporate Plan; and
- c noted that the summary had also been used to shape the content of the Stakeholder Strategy Day due to the take place the next day, on 6 October 2016.

The Board thanked Hugh Owen, Director of Strategy and Public Affairs, for his report which captured well the session and discussions held.

817/16 Gas Assurance Framework

A report was discussed by the Board and a separate minute is recorded in TRGL Board Confidential Minute Book.

818/16 Fire Safety Management Regime

A report was discussed by the Board and a separate minute is recorded in TRGL Board Confidential Minute Book.

819/16 TOM Update - Shape of Wave 1

A presentation was received by the Board and a separate minute is recorded in TRGL Board Confidential Minute Book.

820/16 Agile Workplaces Strategy

The Board reviewed the Agile Workplaces Strategy which would deliver flexible and efficient workplaces for all staff to support the TOM.

The Board highlighted the following principles:

- a focus on workplaces, not offices
- centralisation of the facilities management function
- reduction in cost, focus on flexibility around a set of principles and criteria to inform the choice of locations, premises and amenities.

The Board noted the contents of the report.

821/16 Period 5 (August) Finance Update

The Board discussed the Period 5 (August) Finance Update and received two tabled reports in respect of the Period 5 (August) Performance Update and Period 6 (September) Monthly Performance: Top Ten Key Performance Indicators (KPIs).

The Board highlighted the following:

Financials

- strong year to date performance against both budget and stretch targets at the operating level
- the review of the full year forecast, having considered trend data over the last two years and subject to year-end provisions
- strong forecast performance against a prudent full year forecast, as reviewed.

Operational Performance

- the August Current Rent Arrears KPI had returned to amber from red and the Re-let Period KPI had remained green which, at 19.7 days also remained within the Housemark top quartile benchmark of 21.8 days
- Riverside Home Ownership had moved from red in August to green in September for its specific Properties Sold KPI
- the aggregate KPI score had moved from 70% in August to 74.38% in September, ahead of the current target of 72%
- the Repairs First Time Fix KPI in South & Central was red in September due to issues with one contractor [REDACTED] which had been addressed by moving half of their Contract [REDACTED] in September 2016, but as a cumulative measure was not expected to return to green until the year end.

The Board

- a noted the report, including that Compendium Living (Compendium) had been unsuccessful in winning the bid for the Proposed Development Leicester Waterside and that a report on Compendium would be presented to the next TRGL Board meeting on 8 December 2016;
- b was pleased with the financial performance, emphasising that the Group's financial strength was necessary to enable Riverside to invest appropriate resources to meet our charitable objects; and
- c noted the suite of performance information.

822/16

Housing Services Committee (HSC) Highlights From 29 September 2016

The Board reviewed the report and Peter White highlighted:

- a that Lauren Chadwick, Business Intelligence Officer had given an excellent presentation on the telephone based Survey of Tenants and Residents (STAR) results which had provided additional insights to the drivers for customer satisfaction and that the HSC had agreed to replace the Positive Customer Exit (Top 10) KPI with the Net Promoter Score; and
- b the meeting had been the final one of the HSC as changes to the Group's governance structures were taking place, to align with its

new operational structures under the TOM. Going forward into the work of the NSC would be further analysis of the opening of complaints after disclosure and timeliness issues.

The Board noted the HSC highlights from 29 September 2016 and thanked them for their service.

823/16



The Board received a report and a separate minute is recorded in TRGL Board Confidential Minute Book.

824/16

Riverside Care & Support Business Trends

A report was discussed by the Board and a separate minute is recorded in TRGL Board Confidential Minute Book.

825/16

Recommendations of the Governance & Remuneration Committee

a Riverside Group Board Appraisal 2016 - Action Plan

The Board discussed the report and revised Action Plan which was based on the recommendations of the Campbell Tickell report presented to 9 June 2016 Board meeting and which had previously been discussed by the Board on 7 July 2016 and the GRC on 1 September 2016.

The Board approved the revised Action Plan attached as an Appendix to the report.

b Group Board Succession Planning **CONFIDENTIAL**

The Board received a report and a separate minute is recorded in TRGL Board Confidential Minute Book.

c Board Member Remuneration **CONFIDENTIAL**

The Board received a report and a separate minute is recorded in TRGL Board Confidential Minute Book.

d Neighbourhood Services Committee (NSC) - Appointment of Chair and Committee Members

The Board noted:

- a that the NSC was a new committee within the Group's governance structures, set up with effect from 1 October 2016, as a result of new operational structures established as part of the TOM;

- b that a thorough recruitment and selection process for membership of the committee had taken place and a panel of TRGL Board Members had conducted the interviews; and
- c that the composition of the committee recommended to the Board by the GRC was diverse in a number of respects including gender, location and whether, as non-executives, they were new to or pre-existing members of the Group.

The Board approved:

- i that the initial composition of the NSC is as follows:
 - a Peter White as Chair, being nominee of Group Board, but also acting as nominee of the Care and Support Committee;
 - b Patrick Rice, Maria Milford and Mary McAndrew as three of the five nominees put forward by the Tenants and Residents Federation (the Fed);
 - c John Wood, as Executive Director, Neighbourhood Services;
 - d Duncan McEachran, as nominee of the Irvine Housing Association Board; and
 - e David Green, Darren Warneford, Jackie Grannell, Rowan Carstairs, Sara Naylor and Sue Powell, as non-executive members recruited for their skills, expertise and experience; and
- ii that all non-executive roles on the Committee are appointed for an initial 3 year term with effect from 5 October 2016, being the date of this meeting subject to:
 - a the principle that for those appointees with pre-existing positions in the Riverside governance structure that no-one will have, through this process, their tenure extended beyond their current due retirement date; and
 - b for those new to a formal position in the Riverside governance structure, that this is further subject to a 12 month review.

The Board congratulated Peter White on his appointment as Chair of the NSC and noted that Walter Macfarlane, Tenant Board Observer whose application had been unsuccessful as one of the five nominees put forward by the Fed under i b above, had recently been appointed as

Chair of the Fed. The Board highlighted that the position of Chair of the Fed was a major responsibility within, and for, the Group and took the opportunity to express appreciation and thanks to him for his work including the efficiency and enthusiasm with which he undertook the role.

The Chair thanked the Board Members and JRWW for their input to the thorough and transparent process which had been supported by Campbell Tickell.

826/16 Whole Board Appraisal & Skills Review

The Board discussed the report which, as a requirement of the NHF's code of governance adopted by the Group, summarised the results of the 2016 whole board appraisals across the Group and resulting action plans.

The Board noted:

- a that divisional boards and the HSC had not carried out whole board appraisals in the year as they were due to stand down at the end of September 2016 as a result of the TOM;
- b that TRGL Board had, in addition, undertaken external whole board appraisal in the year; and
- c the contents of the report.

827/16 Annual Return to the Financial Conduct Authority (FCA)

The Board noted that a copy of the Annual Return to the FCA for the year ended 31 March 2016 was available for perusal at the meeting.

828/16 The Revised Constitution of The Riverside Group Tenants & Residents Federation

The Board discussed the report which outlined changes to the Constitution of The Riverside Group Tenants & Residents Federation that had been made since it was last presented to the Board in 2009.

The Board:

- a approved the revised constitution of the Riverside Group Tenants and Residents Federation as agreed at its September 2016 Annual General Meeting;
- b acknowledged the Riverside Tenants and Residents Federation Executive as the approved national tenant body for The Riverside Group; and

- c agreed to present the constitution to the Board annually as part of the Schedule of Recurring Items which ensures that matters reserved to the Board under the Scheme of Delegated Authority are regularly reviewed and approved by the Board.

829/16 Recommendation of the Treasury Committee:

Amendment to the Housing Association Funding plc Loan

The Board considered and approved the detailed resolution in the form attached as an Appendix to the report.

830/16 Information Items

The following items were noted:

- Quarterly Treasury Report - April to June 2016
- Riverside Executive Directors' Minutes - Open & **CONFIDENTIAL** - 19 July 2016, 23 August 2016 & 20 September 2016
- Housing Services Committee - 30 June 2016
- Governance & Remuneration Committee- **CONFIDENTIAL**–9 June & 1 September 2016
- Group Audit Committee - 16 June 2016
- Evolve Facility Services Ltd - **CONFIDENTIAL** - 23 June 2016
- Irvine Housing Association Ltd - **CONFIDENTIAL** - 28 June & 16 August 2016
- Prospect (GB) Ltd Board Minutes - **CONFIDENTIAL** - 25 April 2016, 23 May 2016, 27 May 2016, 3 June 2016, 20 June 2016 & 25 July 2016.
- Riverside Estuary Ltd - **CONFIDENTIAL** - 25 April 2016 & 20 June 2016

Susan Jee commented on [REDACTED] reported in the EDs minutes of 20 September 2016 (minute 7850). A report back on 'lessons learned' will be given to the EDs meeting on 18 October 2016.

831/16 Any Other Business

- a Ronnie Clawson, Executive Director, Corporate Services
The Chair highlighted that this would be Ronnie Clawson's last Board meeting before leaving the Group and, on behalf of the Board proposed a vote of thanks to him for his ten years of loyal and committed service and wished him well for the future.
- b Annual Report to Customers
The Board noted that the Annual Report to Customers was available on the website and would be distributed with the newsletter electronically.

832/16 Date and Time of Next Meeting

The next meeting was fixed for Thursday 8 December 2016 at 10 am.

Papers attached to the Minutes and Minute Numbers

812	822
813	823 confidential
815 confidential	824 confidential
816	825 a, b confidential, c confidential & d
817 confidential	826
818 confidential	828
819 presentation confidential	829
820	830 a - u
821+ 2 tabled	

Governance/Group Board/Registered number 30938R/Group Reports&Mins/2016/December TRGL Board Minutes 5.10.16.JMV/JQ