



Our Reference: FOI000724

BY EMAIL ONLY

2 December 2016

Dear Mr Haddon

Request for Information

Thank you for your email dated 10 October 2016 requesting information on the Genesis Housing Association and Thames Valley Housing Association merger application. For ease of reference your request is below:

I request that you disclose all information regarding the failed merger application between Genesis Housing Association and Thames Valley HA, which was rejected this year.

Specifically:

All documents submitted to the HCA by Genesis in support of this application and the minutes from any meetings held between the HCA and GHA representatives at which the proposed merger was discussed.

All documents and materials- including email- relating to the evaluation of the merger application conducted by the HCA, including internal meetings and briefing papers

A copy of the written communication from the HCA to Genesis that contains the evidence and analysis to support the decision to refuse the merger application.

We have now had an opportunity to consider your request and are writing to communicate our response. Firstly, we would like to clarify the merger application was approved by HCA, not refused as your query suggests. This was therefore not the reason that the merger failed to proceed.

We can confirm we hold a number of documents relating to the proposed merger. Two of these documents have been attached alongside this letter, however the majority have been withheld from disclosure. Attached alongside this letter is an email notification of the proposed transfer from the Registrar's team within the regulator to the investment team in the HCA, and the main body of the Registration Advisory Committee (RAC) paper dated 2 June 2016 which relates to the proposed merger. Some redactions have been made to

these documents where the information contained consists of personal data. These redactions have been made under s40(2) of the Freedom of Information Act 2000.

Section 40(2) – Personal Data of a third party

Section 40(2) of the Act permits a public authority to withhold information where disclosure would be in breach of any of the Principles of the Data Protection Act. Disclosure of certain information within the documents would be likely to breach the First Data Protection Principle, as it would exceed the Data Subjects' expectations as to how their information would be processed. This exemption is absolute and therefore no public interest test needs to be carried out to apply the exemption.

The Annex to the RAC paper, and the rest of the documents we hold within the scope of this request, have been withheld under section 31 of the Freedom of Information Act 2000. The Homes and Communities Agency (HCA) works with Registered Providers (RPs) in a variety of ways, including corresponding with them to discuss areas of concern or future business proposals which may require further information to be supplied, to ascertain the role of the Regulator's involvement and the consideration of these proposals by the Regulator. The HCA considers that disclosure of the withheld information would hinder the HCA's ability to exercise its statutory regulatory powers as set out in the Housing Regeneration Act 2008 (HRA) for future investigations as it could compromise our ability to request information, discuss issues and receive candid information from RPs. In light of the above, exemption Section 31(1)(g)(2)(a) is engaged.

Section 31 – Law Enforcement

Section 31 of the Freedom of Information Act 2000 states:

31. (1) Information which is not exempt information by virtue of section 30 is exempt information if its disclosure under this Act would, or would be likely to, prejudice -

- g) the exercise by any public authority of its functions for any of the purposes specified in subsection (2)

(2) The purposes are (in this case):

- a) the purpose of ascertaining whether circumstances which would justify regulatory action in pursuance of any enactment may exist or may arise

To maintain this exemption we also need to consider the Public Interest Test factors in favour of disclosure and non-disclosure. Below we have set out both arguments.

Public Interest test – factors in favour of disclosure

We recognise that there is a public interest in operating transparently and being held to account in how we regulate RPs.

We also recognise that it is of interest to the public to understand how the HCA conducts its work and how it works with RPs at such times.

Further, there would be public interest in releasing this information to provide the public with the ability to challenge or make comment on the issues discussed.

Public Interest test – factors in favour of non-disclosure

Disclosure would harm our ability to conduct future assessments/investigations if the bodies we regulate cannot be candid with us. It could also affect the voluntary supply of information from the RPs themselves if they felt sensitive information provided to the Regulator might be disclosed. These outcomes would have a negative impact on our ability to regulate in accordance with our statutory obligations.

The HCA considers there is much information related to our involvement with RPs already published. We also publish all Regulatory Notices and Judgements [here](#), so providing detailed information that reveals candid discussions would not further enable the public to understand our regulatory process and is therefore not in the public interest to release it.

We also consider that as the information is specific to Genesis Housing Association and Thames Valley Housing Association, and the information may not be of general public interest but only of interest to parties involved with these Housing Associations.

We have therefore concluded that the balance falls in favour of non-disclosure at this time. We would however state that the public interest is continually changing and that whilst we are unable to release this information at this time, we consider all requests for information and a future request on this matter would be considered against the prevailing public interest of that time.

If you have any questions regarding this response or any further queries you can contact us at the following addresses and quote your unique reference number found at the top of this letter:

Email: mail@homesandcommunities.co.uk

Mail: Information Access Officer
Homes and Communities Agency
Fry Building
2 Marsham Street
London
SW1P 4DF

If you are unhappy with the way Homes and Communities Agency has handled your request you may ask for an internal review. You should contact

Head of Legal Services
Homes and Communities Agency
Fry Building
2 Marsham Street
London
SW1P 4DF

If you are not content with the outcome of the internal review, you have the right to apply directly to the Information Commissioner for a decision. The Information Commissioner can be contacted at

Information Commissioner's Office
Wycliffe House
Water Lane
Wilmslow
Cheshire
SK9 5AF
Online: <https://ico.org.uk/concerns/getting/>

Yours sincerely

Naomi McMaster
Information Access Officer
Homes and Communities Agency