

**Castle Rock Edinvar Housing Association Limited t/as Places for People Scotland
("PfPS" / "CRE") ("the Company")**

**Minutes of a meeting of the Board of Directors at 2nd Floor, 1-2 St Andrew Square,
Edinburgh, EH2 2BD and via Microsoft Teams on 4th February 2026 at 16:00 GMT**

Present: Moira Sibbald (MS) (Chair)
Janet Hamblin (JH)
Ryan Blair (RB)
Michael McLaughlin (MM)
Kevin Mcleod (KM)
Euan Campbell (EC)
Andrew Winstanley (AW, Group CFO)
Kelly Brown (KB, MD PfPS)

In Attendance: Abbie Robinson (AR, Assistant Company Secretary)
Kate Deacon (KD, Company Secretary)
Jon Durham (JD, Head of Finance Business Partnering)
Rachel Crownshaw (RC, Group MD of Communities)
Ciara Toland (CT, Head of Communities Scotland)
Nairn Davidson (ND, Director of Regulation)
Thomas Fountain (TF, Director of Asset Knowledge)
Michael Rohan (MR, Head of Responsive Repairs)
Karen Halford (KH, Chief People Officer)¹
Richard Cowley (RCo, Director of Communities, North)²
Baljit Singh (BSi, Head of Treasury)³
Cheryl Neill (CN, Community Safety Area Manager, Scotland)

1. APOLOGIES FOR ABSENCE

There were no apologies for absence received from the Board members.

2. DECLARATION OF INTERESTS

There were no new interests to declare.

3. CHAIR'S INTRODUCTION

The Chair welcomed everyone to the meeting.

4. MINUTES, ACTIONS & RATIFICATIONS

¹ Attended from items 1 – 5.3.

² Attended for item 6.2.1 only.

³ Attended for item 7.5 only.

4.1. APPROVE THE MINUTES OF THE PREVIOUS MEETING HELD ON 5 NOVEMBER 2025

The minutes of the previous meeting held on 5 November 2025 were **APPROVED**.

4.1.1. APPROVE THE REDACTED VERSION OF THE MINUTES TO BE PUBLISHED ON THE WEBSITE

The redacted version of the previous meeting held on 5 November 2025 were noted. **ACTION: The Board requested that an additional redaction of minute 5.1.1 be redacted from the minutes due to commercial sensitivity.** Subject to this amendment, the Board **APPROVED** the redacted minutes.

4.1.2. ACTIONS FROM PREVIOUS MEETINGS

The Board noted the Actions List at item 4.1.2 which contained updates on actions arising from previous meetings. Regarding Action 1/Oct, KB advised that the elderly persons strategy would be presented to the Board at its meeting in August. It was agreed that all proposed closed actions could be closed.

4.2. VERBAL UPDATE FROM THE PFPS AUDIT AND RISK COMMITTEE MEETING HELD SINCE THE PREVIOUS MEETING

EC provided a verbal update on the Audit & Risk Committee meeting held on 21 January 2026. The Committee received verbal updates from the external auditor on the proposed approach for the 2025/26 external audit and from the Director of Risk Management on the risk environment. Verbal updates were given because of the timing of the meeting. Formal reports would be circulated to the Committee after the reports had been presented to the Group Audit & Risk Committee. The Committee had asked the Director of Risk Management to host a workshop on risk for the Committee members to review the risks relevant to PfPS - an invitation to the workshop would also be extended to the Board members.

4.3. MINUTES OF THE GROUP BOARD MEETINGS AND NCG MEETINGS HELD SINCE THE PREVIOUS MEETING (AVAILABLE TO VIEW ON BOARD INTELLIGENCE)

The Board noted the minutes of the Places for People Group (“Group”) Board meetings and National Customer Group meetings which had been uploaded to Board Intelligence since the date of the last meeting.

AW highlighted that the Group board had approved the transfer of engagements of Origin Housing Association into the Group. Mergers with two additional housing associations (Elim Housing Association and South Yorkshire Housing Association) had also been approved by the Group board.

MS reported that she had met with the chair of the National Customer Group (“NCG”), who had expressed strong appreciation for KB’s efforts in re-establishing the Scotland Customer Group. MS had invited the CCG chair to attend a Board meeting annually and that she herself would attend a CCG meeting annually and encourage other board members to attend so that there was a board member

present. The Board reiterated the importance of maintaining a close relationship with customers and ensuring their views were heard and considered in Board discussions.

5. STRATEGY

5.1. MERGERS – PROPOSED APPROACH & PARAMETERS (DEFERRED)

MS reported that this item had been deferred to the next meeting in May.

5.2. DRAFT BUSINESS PLAN & BUDGET FY2026/27

The Board noted the Draft Business Plan & Budget FY2026/27 at item 5.2.

JD presented the report, explaining that the draft business plan remained under executive and Group Board review, and the final version would be presented to the Board at its next meeting in May.

The draft financials showed a good position and an improvement on the previous year. This improvement was primarily driven by a higher-than-expected rent increase, driven primarily by an increased Consumer Price Index.



When asked by MS about the driver of the increase in profit, JD reported that, for CRE, the increase was attributable to the higher rent uplift, and within CRE's subsidiary (Places for People Scotland Limited) it was due to development activity.

MS queried why Group recharges had reduced significantly. JD explained that changes had been made to the accounting approach for the current and upcoming financial years. Group services such as payroll and workplace solutions were no longer recharged; instead, year-end statutory account adjustments would be made.

In response to a query from MS regarding why service charges received were marginally higher than the related costs, JD advised that although the figures should align where possible, timing differences occasionally created variances.

5.3. PEOPLE STRATEGY – 2025 BIG COLLEAGUE SURVEY SUMMARY

The Board noted the report on the 2025 Big Colleague Survey summary at item 5.3.

KH presented the results of the Places for People Group ("Group") Big Colleague Survey, highlighting a completion rate of 92%, which was higher than the average rate for comparable organisations. Graph 2 in the report showed that all engagement questions had trended downwards compared with the previous year. KH explained that the scores had been impacted by the restructuring activity within PfP Leisure which took place at the same time as the survey.

RC reported on the results for Homes Plus, including the Customer Hub and Communities teams. Homes Plus had achieved a 94% participation rate and 71% engagement. RC explained that the organisation had undergone substantial change over the preceding 18 months as part of a strategic shift to becoming a community based housing association of scale. This had involved new roles, systems and ways of working, and the associated uncertainty had contributed to a decline in engagement. Concerns had also been raised regarding job security, role longevity, and customer outcomes - particularly in respect of repairs - which were being addressed.

KB reported the Scotland-specific results, confirming an excellent completion rate surpassing the Group's completion score. Scores had been high in the previous year and a reduction in this year's results was expected as colleagues were being more rigorously challenged on performance and changes to ways of working were being implemented to improve customer outcomes.

The Board discussed the themes emerging from the Homes Plus results, noting that front-line teams undertook stressful and complex roles requiring prioritisation of their wellbeing.

MM asked how the results would be communicated to colleagues. KH reported that the Group Executive would identify four key themes where meaningful improvements could be made and these would be published on the website and Viva Engage for transparency. Managers and People Services would be held accountable for delivering their respective action plans.

JH raised concerns about the lower-than-expected score relating to colleagues' ability to access the information they needed to do their jobs. KB acknowledged that systems work remained ongoing and that incremental improvements were being delivered, for example through enhancements to Salesforce. CT noted that, for Scotland colleagues, uncertainty over where to access information was often caused when staff leave the business or change roles.

JH commented that colleagues' rating of whether the service provided was excellent was lower than anticipated. KB confirmed that this score was closely linked to issues with repairs. RC added that changes had been made to address feedback from colleagues in the past, including a restructuring of the Repairs team and the appointment of MR as the Head of Field Operations in Scotland & Northeast.

ACTION: MS requested that more regular data on People be included within the Director Report for future Board meetings, including key people metrics such as turnover and sickness.

KH left the meeting.

6. CURRENT PERFORMANCE ON THIS YEAR'S ACTIVITIES

6.1. DIRECTOR'S REPORT

The Board noted the Directors Report at item 6.1.

KB presented the report and advised that a number of Group businesses continued to operate in Scotland, including PfP Students, which had recently submitted proposals to run student schemes in Edinburgh and Glasgow.

KB reported that the Director's Report would be reformatted for future meetings to align with the three pillars of the Scotland strategy which would be presented to the Board at its next meeting in May. The Board endorsed this approach and emphasised the importance of the Board being able to monitor progress against the Scotland Strategy once it had been agreed in May. The Board also wished to continue receiving information on stakeholder engagement, along with reporting on the outcomes of such engagement. RB requested that the operational performance dashboard remain in the Director's Report as it contained useful information for the Board. MS requested greater visibility of the external operating environment, including developments such as the establishment of the new national housing agency, together with relevant market updates and the organisation's response to these changes.

KB reported that "keeping in touch" visits had continued, with priority given to red and amber visits. Engagement with MPs and the National Customer Group had also continued during the quarter. EC queried whether sufficient support was in place for engaging with MPs. KB responded that support was available but some of the challenges experienced in Scotland stemmed from historical issues, as discussed at previous meetings, which continued to have an adverse effect on stakeholder's trust in the organisation.

6.2. OPERATIONAL PERFORMANCE REPORT

The Board noted the Operational Performance Report at item 6.2.

RCo joined the meeting.

6.2.1. TEMPORARY MOVES

The Board noted the report on Temporary Moves at item 6.2.1.

RCo presented the report, highlighting that the customer remained at the centre of decision-making when it came to temporary moves. The Temporary Moves Policy had been rewritten and training had been delivered to all relevant teams, including Repairs, Communities and Contracting, to improve the service provided to customers in temporary moves. Ownership of temporary moves had been assigned to the Community Housing Manager and Area Manager to ensure accountability, as these colleagues held the strongest local relationships with customers.

There had been seven temporary moves in Scotland which were caused by incidents such as fire and flooding, with the longest 3 cases being 356 days. However, when the insurance related cases were removed, the average case duration dropped to 16

days, showing strong management of cases. A customer centred approach was followed whereby the use of empty homes for temporary relocations would be utilised if it was in the best interests of the customer.

A third-party provider, iCab, supported the delivery of temporary moves, offering a 24/7 service used widely across the housing sector. It was noted that costs associated with temporary moves in Scotland had increased due to long-term insurance cases.

In response to a query from KM regarding the wellbeing of customers in long-term temporary accommodation and whether satisfaction was being measured, CT confirmed that where a long-term temporary move was anticipated, engagement with the customer commenced early to assess whether returning home would be the most suitable outcome for their circumstances.

KM also queried the approach to insurance claims. RCo confirmed that regular meetings were held with the insurer and management worked with the business to ensure repairs were progressed as quickly as possible.

RCo left the meeting.

6.3. REPAIRS REPORT

The Board noted the Repairs Operations Report at item 6.3.

MR presented the report, highlighting that the number of repairs completed in-house had continued to improve and there was an ambition to further grow in-house repairs in Scotland.

There had been an improvement in the number of appointments kept. This was a key metric due to the importance of honouring scheduled appointments [REDACTED]
[REDACTED] All possible options should be explored by the Repairs team before cancelling any scheduled repair.

The average time taken to complete non-emergency repairs remained higher than expected and this was identified as an area for improvement. In relation to emergency repairs, the current performance stood at 13.1 hours overall, representing a strong improvement, although contractor performance required improvement.

The Repairs team had recently been restructured to drive improvements in performance. Further improvements in the metrics for repairs were anticipated following the restructure.

Gas servicing issues were reported due to a Salesforce-related problem which had resulted in access letters not being sent to customers. A plan was in place to return to target by year-end, supported by contractors. **ACTION: MS requested that the Board receive an update via email in early April with assurance that the plan to return to target remained on track.**

In response to a question from KM regarding quality assurance, MR confirmed that quality inspections were carried out and that an electrical surveyor undertook audits to ensure the safety and quality of work completed.

6.4. ASSET & INVESTMENT UPDATE

The Board noted the Assets & Investments report at item 6.4.

TF presented the report, highlighting that the business had been preparing for the implementation of Awaab's Law in Scotland. CRE had adopted Awaab's Law requirements in Scotland to ensure all customers in England and Scotland receive the same level of service. This work had absorbed much of the immediate surveying capacity and had resulted in a reduction of stock condition surveys.

Management continued to monitor progress against the delivery of the Asset Strategy, with 17 homes in Scotland approved for sale under delegated authority during quarter three.

A reduction in SHQS compliance was reported because some customers did not receive a letter notifying them that gas and electrical safety checks were due (as reported in the Repairs Report). Engineers had attended, but as the customers weren't expecting the visit many were 'no access' and the compliance checks could not be completed.

6.5. FINANCIAL PERFORMANCE REPORT

The Board noted the Financial Performance Report at item 6.5.

JD presented the report, highlighting that performance to date had been positive, driven largely by strong results within asset management.

JD further advised that although sales performance was currently behind plan, there was a strong pipeline of transactions in progress. Sales were anticipated to reach £1.7 million by the end of the financial year.

7. GOVERNANCE

7.1. REGULATORY ENGAGEMENT REPORT

The Board noted the Regulatory Engagement Report at item 7.1.

ND presented the report, highlighting that three notifiable events remained open with the Scottish Housing Regulator which management aimed to close as soon as possible.

It was reported that feedback from the regulator following their attendance at the Board meeting in November 2025 had been positive.

A draft self-assessment against the Scottish Housing Regulator's standards had been completed and had been reviewed by the Audit & Risk Committee. The final version would be submitted to the Board at its next meeting in May.

The Scottish Housing Regulator had identified an error in the AFS return as an impairment figure differed from the audited accounts. This error had not been identified by the business in the auditing process, but the error had now been acknowledged and corrected.

7.2. PROPOSED METHODOLOGY FOR BOARD PERFORMANCE REVIEW AND BOARD APPRAISALS 2025/26

The Board noted the report on the Proposed methodology for board performance review and board appraisals 2025/26 at item 7.2.

KD presented the report, highlighting that Board appraisals for 2025/26 would take place in early April for the non-executive directors. Feedback would be sought on all Board members to provide the chair with a rounded view of each Board member's performance during the year.

For the annual Board performance review for 2025/26, it was proposed that online questionnaires be issued to each member and the results would be collated and reported to the Board in August.

The Board **APPROVED** the proposed approach for the Board appraisals and Board performance review for 2025/26, as outlined in the report.

7.3. REVIEW OF BOARD TERMS OF REFERENCE

The Board noted the report on the Annual Review of Board Terms of Reference at item 7.3.

KD presented the report, highlighting that management had reviewed the Board's Terms of Reference and recommended that a minor amendment be made by adding a new term under 2.4 to confirm that "the Board shall review its performance on an annual basis to ensure it is operating effectively".

The Board **APPROVED** the proposed changes to the Terms of Reference, as outlined in the report.

7.4. PROPOSED PLAN OF WORK 2026/27

The Board noted the Proposed Plan of Work 2026/27 at item 7.4.

KD presented the report, highlighting that the proposed plan of work provided proposed agendas for the Board meetings during 2026/27.

The Board **APPROVED** the proposed Plan of Work for 2026/27, as outlined in the report.

BSi joined the meeting.

7.5. DEED OF COVENANT COMPLIANCE

The Board noted the report on the Deed of Covenant Compliance at item 7.5.

BSi presented the report, highlighting that the requirements of the Deed of Covenant had been satisfied for 2024/25 financial year by each guarantor. It was noted that the covenant governed how the interests of the guarantors with charitable objects (Places for People Living+ Limited and CRE) can be protected when providing a joint and several guarantee with non-charitable entities (Places for People Homes Limited) to the external debt raised by Places for People Treasury plc.

BSi left the meeting.

7.6. STANDING ITEMS REPORT

The Board noted the Standing Items Report at item 7.6.

In relation to training requirements of the Board, MS requested that any training needs for Board members be raised so that appropriate timing could be determined. It was noted that relevant training could be incorporated into the induction programme for the new non-executive directors (see minute 8.2).

8. ANY OTHER BUSINESS

8.1. RESIGNATION OF JANET HAMBLIN AS A DIRECTOR WITH EFFECT FROM TODAY

The Board noted the resignation of JH from the Board with effect from today. MS thanked JH for her contributions to the Board and the Audit & Risk Committee since she joined CRE as a non-executive director in 2018.

The Board also noted that Pamela Scott had resigned from the Board with effect from 26 January 2026 due to personal reasons. The Board acknowledged Pamela's contribution to the Board as a non-executive director and previous chair of the CRE Board and they wished her all the best for her future endeavours.

8.2. PROPOSED APPOINTMENT OF STELLA MATKO, NATALYA MACHOLLA AND GRAHAM HILL AS DIRECTORS TO TAKE EFFECT FROM 4 FEBRUARY

Following a rigorous and open recruitment process, three candidates had been identified to join the Board as non-executive directors, bringing with them appropriate skills and experience relevant to CRE. The Board **APPROVED** the appointment of Graham Hill, Stella Matko and Natalya Macholla as non-executive

directors of the Board with effect from today's date. **ACTION: MS requested that the CVs of the new directors be circulated to the Board for information.**

8.3 PFP HOMES COMMITTEE

MS reported that the Group had established a new committee named Pfp Homes Committee which would oversee the affordable housing businesses. MS would be a regular attendee of these committee meetings.

[REDACTED]

[REDACTED]

9. DATE OF NEXT MEETING(S)

9.1. JOINT BOARD MEETING WITH GROUP BOARD - 10 MARCH 2026

9.2. NEXT QUARTERLY BOARD MEETING – 6 MAY 2026

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CHAIR