



Minutes of a board meeting of Castle Rock Edinvar Housing Association Limited t/as Places for People Scotland ('PfPS' / 'CRE') (the "Board") held at 4pm on Wednesday 7 May 2025 at 1-2 St Andrew Square, Edinburgh, EH2 2BD and via Microsoft Teams

Present:

- Pamela Scott (PS, Chair)
- Moira Sibbald (MS)
- Janet Hamblin (JH)
- Ryan Blair (RB)
- Michael McLaughlin (MM)
- Kevin Mcleod (KM)
- Andrew Winstanley (AW, Group CFO)
- Kelly Brown (KB, MD PfPS)

In Attendance:

- Kate Deacon (KD, Company Secretary)
- Abbie Robinson (AR, Assistant 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)
- Julia Everett (JE, Regulation Business Partner)¹

Actions

1. APOLOGIES

Apologies for absence had been received from Euan Campbell and Bryan Sheriff.

2. DECLARATION OF INTERESTS

There were no new interests to declare.

3. CHAIR'S INTRODUCTION

The Chair welcomed RB, MM and KM to their first Board meeting following their successful recruitment as non-executive directors to the Board.

¹ Dialed into the meeting for agenda items 6.1 and 6.2 only.

The Board **APPROVED** the appointments of RB, MM and KM as non-executive directors of the Board with effect from 7 May 2025.

4. MINUTES AND ACTIONS

4.1 The minutes from the meeting held on 5 February 2025 were **APPROVED**.

4.1.1 The redacted minutes from the meeting held on 5 February 2025 were **APPROVED**. MS queried why the development project approvals had been redacted from the minutes, but these not redacted from previous minutes; **AR undertook to clarify whether the development project approvals were considered commercially sensitive and therefore should be redacted from all minutes.** AR

4.2 The Actions List outlining updates on actions from previous meetings was reviewed. [REDACTED]

4.3 [REDACTED]

4.4 The Board reviewed the notes of the following sessions held since the last Board meeting: (1) joint board session with the board of Places for People Group Ltd ("Group Board") held on 11 March 2025; and (2) the Board's asset strategy session with the Chief Investment Officer and Director of Asset Knowledge & Insight held on 15 April 2025. KD added that the Group Chairman was keen to increase engagement and collaboration with the Board. **PS requested that the PowerPoint slides from the joint board session with the Group Board be added to the Board's online portal, Board Intelligence.** AR

4.5 Verbal update from other boards (Group Board, Homes Plus) and PfPS Audit & Risk Committee

AW provided a verbal update on the Group Board meetings held in February and March 2025. The Group Board had reviewed the results of the external evaluation of the Group Board for 2024/25, reviewed the customer dashboard, approved the Places for People Group Ltd ("Group") budget for 2025/26 and approved the Group asset strategy which would be discussed later in this meeting.

RC reported that progress continued against the delivery of the strategy for Places for People Living+ Limited and Places for People Homes Limited

(known internally as the ‘Homes Plus’ strategy), supported by KPI reporting being embedded into objective setting for colleagues. PS expressed a desire for the Board to be kept informed of Group activities in Scotland; for example, the closing of the Group’s leisure centres in Scotland was important information for the Board to have been made aware of. KB undertook to include any relevant Group activities in Scotland in his future reports to the Board.

It was noted that the PfPS Audit & Risk Committee received a deep dive on risk reporting and horizon scanning by the Group Director of Risk Management immediately following their meeting on 23 April 2025.

5. STRATEGY

5.1 Approval of final business and budget plan FY25/26 and financial projections and scenario analysis FY 25/26 (stress testing)

The Board noted the report on the Final Business Plan & Budget 2025/26 at item 5.1.

JD presented the report, highlighting that years 2 and 3 (2026/27 and 2027/28) of the business plan & budget were still under consideration and subject to change. The 10-year Group business plan & budget would be submitted to the Group Board on 21 May 2025 for review and approval. The Group Board would be scrutinising the business plan & budget, such as the reliance on increased asset disposals, in response to the financial challenges faced by the Group.

The 5-year financial projections (“FYFP”) required to be submitted to the Scottish Housing Regulator (“SHR”) would normally be presented for the Board’s approval at this meeting; however, the FYFP would be circulated to the Board for approval outside the meeting once years 2 and 3 of the business plan & budget had been finalised.

The Board **APPROVED** the business plan & budget for 2025/26. **JD undertook to circulate years 2 and 3 of the business plan & budget and the FYFP for the Board’s approval once the numbers had been finalised.** JD

RB inquired about the process for increasing the intracompany loan facility with the Group. AW reported that the Treasury & Investments Committee would generally approve requests for funding that were required to deliver the business plan.

5.2 Approval of Scotland Asset Management Strategy

The Board noted the report on the Approach to Asset Ownership in Scotland at item 5.2.

TF presented the report. It was noted that the Chief Investment Officer and Director of Asset Knowledge & Insight had held an asset strategy session with the CRE non-executive directors on 15 April 2025 to seek their feedback on the Group’s asset strategy ahead of this discussion².

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

PS/MS

[REDACTED]

[REDACTED]

[REDACTED]

JE joined the meeting.

6. GOVERNANCE

6.1 Self-assessment against regulatory standards pertaining to the SHR and Office of the Scottish Charity Regulator ("OSCR")

The Board noted the report on the Self-Assessment of Compliance with SHR's standards and OSCR duties at item 6.1.

ND and JE presented the report. It was noted that the self-assessment against the SHR standards and the OSCR duties had been reviewed by the PfPS Audit & Risk Committee on 19 February 2025.

The SHR required CRE to assess their governance structures and arrangements against the regulatory standards. As a matter of good

practice, CRE also chooses to conduct an annual self-assessment against the OSCR Duties.

A more robust approach towards the collection of evidence had been taken this year in the self-assessment against the SHR standards. A bank of documentary evidence now underpinned the self-assessment, to provide additional assurance. Additionally, the areas identified for improvement in the self-assessment would be monitored and reported on in next year's self-assessment.

MS praised the more robust approach taken this year to the self-assessment against SHR standards. She highlighted that page 4 of the self-assessment referred to a "key documents" section on the Board's online portal, Board Intelligence, which she couldn't see on her Board Intelligence app. **AR undertook to check that the Board could access the 'key documents' such as the Governance Handbook and Rules on Board Intelligence.** AR

6.2 Routine engagement with the SHR

The Board noted the report on Recent Routine Engagement with the SHR at item 6.2.

ND presented the report. As reported to the PfPS Audit & Risk Committee on 23 April 2025, there had been a personnel change to the regulation contacts at the SHR and increased scrutiny from the regulator.

MM enquired about the use of the emergency housing data requested by the Scottish Government. ND explained that it was an ad-hoc request from the Scottish Government and the emergency housing data provided a snapshot of empty homes at a point in time, but it was not clear why the Scottish Government had requested this data.

JE left the meeting.

6.3 Self-assessment against the provisions of the UK Corporate Governance Code 2018 (the Code")

The Board noted the report on the Self-Assessment against the Code for 2024/25 at item 6.3.

KD presented the results of the self-assessment, as outlined in appendix 1 of the report, noting that the Board had complied with most of the provisions in the Code and explanations for non-compliance against provisions had been provided in appendix 1. It was noted that this would be the last year the Board would report against the 2018 Code as the 2024 Code would apply for the next financial year.

PS highlighted that the CRE Chair attended the customer forum meetings - she requested that this be added as evidence of compliance against provision 5 of the Code. **AR undertook to update the self-assessment.** Furthermore, the Board agreed that the existing mechanisms for colleague engagement were effective and remained fit for purpose and, for these reasons, does not intend to adopt one of the colleague engagement methods suggested by provision 5 of the Code. **AR**

KM questioned whether the self-assessment against the Code had been subject to external independent review. KD explained that the self-assessment had been internally conducted by the Governance & Secretariat team and had not been subject to external independent review. However, the Group Business Assurance team had recently audited the overall governance of the Group and **KD agreed to share the results of the internal audit of governance with the Board.** **KD**

6.4 Adoption of the Modern Slavery Statement

The Board noted the report on the Adoption of Group's draft Slavery & Human Trafficking Statement FY 2024/25 at item 6.4.

KD presented the report. It was recommended that the Board:

- Conditionally agree to the adoption of Group's modern slavery statement, the condition being that the Group Board adopted a statement that was not materially different from the version presented at Appendix 1 of the report; and
- Delegate the signing of the modern slavery statement to the Director of PfPS.

The Board **APPROVED** the above recommendations, as outlined in the report.

6.5 Board succession planning and non-executive board member extensions to terms of office

The Board noted the report on Board Succession Planning & Non-Executive Board Member Extensions to Terms of Office at item 6.5.

KD presented the report which summarised the current length of service of non-executive Board members and asked the Board to consider extending the terms of office for those Board members whose current terms of office were due to expire on 30 September 2025.

It was noted that PS would step down as Chair at the 2025 AGM and it was proposed that MS stand for election as chair-elect at this year's AGM. The Board **APPROVED** the election of MS as the chair-elect to stand for election at the 2025 AGM. To support MS in her transition to Chair, PS had agreed

to remain as a Board member until 9 May 2026 (nine years from the date of PS's original appointment).

The Board **APPROVED** (subject to approval from the Group Remuneration & Nominations Committee) the following extensions to the terms of office of Board members (the relevant Board members were excused from voting on the extension to their term of office):

- The extension of the term of office for Pamela Scott as a Board member for circa 8 months from 25 September 2025 to 9 May 2026;
- The extension of the term of office for Janet Hamblin as a Board member and Senior Independent Director by a further 12 months from 30 September 2025 to 30 September 2026; and
- The extension of the term of office for Euan Campbell as a Board member and Chair of the Audit & Risk Committee by a further 3 years from 30 September 2025 to 30 September 2028.

Consideration would be given as to who would succeed MS in her role as chair of CRE's subsidiary company (Places for People Scotland Limited) and to the overall composition of the subsidiary board of directors following the recruitment of RB, MM and KM to the CRE Board.

Further consideration would be given over the Summer as regards nominations for the appointment of Senior Independent Director to take over this responsibility from the incumbent, JH.

KD reported that the extensions to the terms of office approved by the Board today would be recommended for approval by the Group Remuneration & Nominations Committee at the committee's meeting on 19 May 2025.

6.6 Results of the Board Effectiveness Review 2024/25

The Board noted the report on the Results of the Board Effectiveness Review 2024/25 at item 6.6.

KD presented the report which summarised the results of the internally facilitated review of the Board's effectiveness for the financial year 2024/25. PS asked the Board members if they had any additional feedback on how the Board's effectiveness could be improved. The Board agreed that the additional strategy session held with the Group Board earlier this year was useful and should be repeated in future years.

The Board reviewed the results of the effectiveness review and agreed that it had been effective for the financial year 2024/25.

6.7 Annual review of the Governance Handbook

The Board noted the report on the Annual Review of the Governance Handbook at item 6.7.

KD presented the report and drew the Board's attention to the proposed changes to the Governance Handbook as outlined in Appendix 1 to the report.

The Board **APPROVED** the changes proposed to the Governance Handbook, as outlined in Appendix 1 of the report. It was noted that the updated Governance Handbook would be presented to the Group Board for their approval at their next meeting on 21 May 2025.

6.8 Standing Items Report

The Board noted the Standing Items Report at item 6.8.

The Board **APPROVED** the below requests for membership to CRE:

- *Peter Denton (Group non-executive director) as a National Member* – noting that all Group non-executive directors were admitted as National Members in accordance with the CRE Rules and membership policy;
- *Michael McLaughlin (CRE non-executive director) as a Community Member* – noting that it was expected that all CRE Board members were admitted as Community Members;
- *Kevin Mcleod (CRE non-executive director) as a Community Member;* and
- *Ryan Blair (CRE non-executive director) as a Community Member.*

6.8.1 Annual report on the employment of relatives

The Board noted the annual report on the Recruitment of Relatives of Employees (1 April 2024 – 31 March 2025) at item 6.8.1.

6.8.2 Annual report on housing of employees and relatives of employees

The Board noted the annual report on the Housing of Employees and their relatives (1 April 2024 – 31 March 2025) at item 6.8.2.

7. CURRENT PERFORMANCE ON THIS YEAR'S ACTIVITIES

7.1 Directors' Report

The Board noted the Directors' Report at item 7.1.

KB presented the report, highlighting that CRE had finished the financial year in a positive position despite a challenging operating environment. Additionally, a consistent process for tracking customer housing management ("CHM") performance had been implemented and the utilisation of Salesforce would continue which would deliver value to customers. Management continued to focus on improving the quality of data and CHM performance.

A 'Communities Day' was scheduled for tomorrow and a key theme for the session would be understanding and collaborating with the different businesses in the Group. The session would also include discussions on assets and finance in PfPS.

Complaints had reduced by 4% during the quarter. However, complaints were higher in PfPS compared with the English regions - efforts were being made to understand the reason for the higher complaints in Scotland and how to reduce the number of complaints.

Social impact targets had been exceeded for the year, generating more than £14 million in social value and supporting over 12,000 people across Scotland through Places Impact.

The Regional Customer Group ("RCG") had visited a few sites during quarter four. It was noted that the Chair of the RCG would report to the Director of PfPS to improve oversight of customers and issues raised by customers.

The district heating issues had drawn significant contact from MPs and customers. An update on the district heating issues and the actions taken to remediate the issues was presented to the PfPS Audit & Risk Committee on 23 April 2025; it was noted that PfPS would refer itself to the Energy Ombudsman for an independent investigation to be carried out.

7.2 Operational Performance Report

The Board noted the Operational Performance Report at item 7.2.

MM enquired about data on vulnerable customers. KB responded that this would be covered in the customer segmentation presentation which would be presented to the Board at its next meeting on 20 August. RC added that vulnerability was being integrated into service design which eliminated the need for vulnerability tags on customers.

MM asked whether data from Salesforce would be included in the KPIs. TF confirmed that this was possible, but the data on Salesforce was being validated by Group IT - this formed a wider piece of work to improve the quality of data and the governance around data in the Group.

RB sought more information on customer behaviour data. RC reported that flags were added to customer accounts for violent behaviour. TF added that most customer complaints related to repairs.

7.3 Assets & Investments Update (including damp & mould)

The Board noted the Assets & Investments Update report at item 7.3.

TF and MR presented the report. There was an ongoing effort to increase in-house repairs and maintenance to reduce reliance on contractors. A contractor portal would go live next week which would enhance visibility for customers regarding repairs appointments.

Repairs data showed that 'Right First Time Operatives' in Scotland typically spend more time on-site per repair than their counterparts in other regions. A deep dive into this metric was underway for both Scotland and England as the Group sought to understand whether there were returns to the same customer within thirty days of the initial repair, across both contractors and directly employed teams. Any insights and proposed changes to this metric would be reviewed by the Board before implementation, demonstrating the Group's continued commitment to ensuring all metrics fairly represented the customer experience.

Improvements had been made in asset knowledge and insight through stock surveys. However, challenges were noted with some customers not allowing the Group access to their homes, despite incentives being offered to customers. Results of the stock surveys had showed that homes in Scotland had performed better than homes in England, perhaps due to the different regulatory regime in Scotland. The data collected from the surveys had been used to inform the Group's asset strategy.

MS asked what compromises had been made to investing in homes due to the financial challenges faced by the Group. TF confirmed that the necessary actions to improve the quality of homes were being taken by the Group, including investing in homes to meet climate targets. MM highlighted that retrofitting strategies were increasingly being developed by housing associations to meet climate targets. TF confirmed that the Group had an ESG strategy and asset management strategy to meet climate targets.

Acknowledging that there had been numerous changes within the area of Asset & Investments, PS asked about the morale in the team and their adaptability to change. MR reported that colleagues had embraced the implementation of the new system, Salesforce, and the recruitment of new colleagues within the function had been successful.

7.4 Financial Performance Report

The Board noted the Financial Performance Report at item 7.4.

JD presented the report, noting that PfPS had finished the financial year ahead of budget largely due to the sale of fixed assets and changes made to service charges.

8. DEVELOPMENT APPROVALS

8.1

[REDACTED]

[REDACTED]

[REDACTED]

8.2

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED].

8.3

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

8.4

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9. ANY OTHER BUSINESS

The Board **APPROVED** the updated Authorised Signatories List at item 9.

PS raised concern about recent cyber-attacks on companies. AW reported that since the Group's Chief Information Officer had joined the business a few years ago, the Group's position had improved significantly. There was now tighter control over systems and increased testing.

10. DATES OF NEXT MEETINGS AND PLAN OF WORK

10.1 *20 August 2025*