

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 20 August 2025 at 1-2 St Andrew Square, Edinburgh, EH2 2BD and via Microsoft Teams

Present:

- Pamela Scott (PS, Chair)
- Moirra Sibbald (MS)
- Janet Hamblin (JH) (*joined from item 5.3*)
- Ryan Blair (RB)
- Michael McLaughlin (MM)
- Kevin Mcleod (KM)
- Euan Campbell (EC)
- Bryan Sherriff (BS)
- 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)
- Karen Halford (KH, Chief People Officer)¹
- Steve Wink (SW, Field Operations Director)
- Naomi Sweeting (NS, Director Customer Research & Insight)²
- Jamie Stanton (JS, Head of Brand)³
- Olivia Crookes (OC, Head of Procurement)⁴

Actions

1. APOLOGIES

There were no apologies for absence.

2. DECLARATION OF INTERESTS

There were no new interests to declare.

¹ Attended for item 8.4 only.

² Attended for item 5.2 only.

³ Attended for item 5.3 only.

⁴ Attended for item 8.3 only.

3. CHAIR'S INTRODUCTION

The Chair welcomed everyone to the meeting.

Further to a review and discussion of the Board's succession planning which took place on 7 May 2025, the Board formally **APPROVED** the following changes:

- Appointment of Ryan Blair, Michael McLaughlin and Kevin Mcleod as non-executive directors to the board of CRE's subsidiary, Places for People Scotland Limited, with immediate effect;
- Appointment of Moira Sibbald as chairperson to the CRE board with effect from the date of the CRE AGM on 25 September 2025;
- Appointment of Pamela Scott as chairperson of CRE's subsidiary, Places for People Scotland Limited, with effect from the date of the CRE AGM on 25 September 2025;
- Appointment of Pamela Scott as interim Senior Independent Director of CRE with effect from 1st October 2025 until a successor was appointed; and
- Appointment of Kevin Mcleod as a member of the Audit & Risk Committee with immediate effect.

4. MINUTES AND ACTIONS

4.1 The minutes from the meeting held on 7 May 2025 were **APPROVED**.

4.1.1 The redacted minutes from the meeting held on 7 May 2025 were **APPROVED**.


4.2 The Board **RATIFIED** the decision taken via email on 30 May 2025 to approve the Business Plan & Budget and the 5-Year Financial Projections.

4.3 The Actions List outlining updates on actions from previous meetings was reviewed. **JD reported that an update would be circulated to the Board via email for action 5.5/Feb.** It was agreed that all completed actions could be removed from the Actions List. **JD**

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

Reporting on the Group board meetings held during the quarter. AM





KB reported on the Group's businesses in Scotland, which included student accommodation provided by Derwent Facilities Management, leisure centres provided by Places Leisure, a co-operative business, and a sustainable developer called Igloo. PS suggested discussing the Group's activities in Scotland at the Board's strategy day on 1 October. MS suggested that an update on Thriving Investments operations in Scotland be presented at a future meeting of the PfPS Commercial board – AR undertook to add this to the board's plan of work for 2025/26.

PS raised a concern that leaseholders could prevent mid-market rent tenants from moving into the neighbouring property because a clause in their lease agreements gave them control over who their neighbours would be. PS tasked management to investigate whether this clause should be removed from future lease agreements.

5. STRATEGY

5.1 Approval of Business Plan KPIs 2025/26

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

KB reported that some targets, such as the current arrears target, had been phased across the year by month to support more accurate tracking and performance management. Some targets were specific to PfPS and other targets were targets set by the Group. An error in the paper was noted in the 'Customer table' on the first page of the report whereby the dates from Jan-March 2025 should read 2026.

PS queried whether the KPIs would be benchmarked against other areas in the Group. KB affirmed that KPIs would be tracked across the Group where comparable.

The Board **APPROVED** the targets and measures for operational performance reporting for 2025/26.

5.2 Customer psychographic segmentation

The Board noted the Customer Psychographic Segmentation report at item 5.2.

NS presented the report, highlighting that the segmentation model adopted by the Group focused on understanding the whole person/customer across various attributes to understand who they were and what challenges they faced. The purpose was to improve the service provided to customers by understanding why certain services may not be working for customers. For example, some customers may be unable to read therefore communications by post could lead to a service failing for a customer. It was confirmed that the segmentation model included PfPS customers and had revealed that 76% of customers had a condition that impacted them daily. This data would be used to inform strategic decision-making and embed customer inclusion into services.

RB asked how the information would be captured moving forward. NS clarified that data was not collected from individual customers but from internal touchpoints where services were provided to customers.

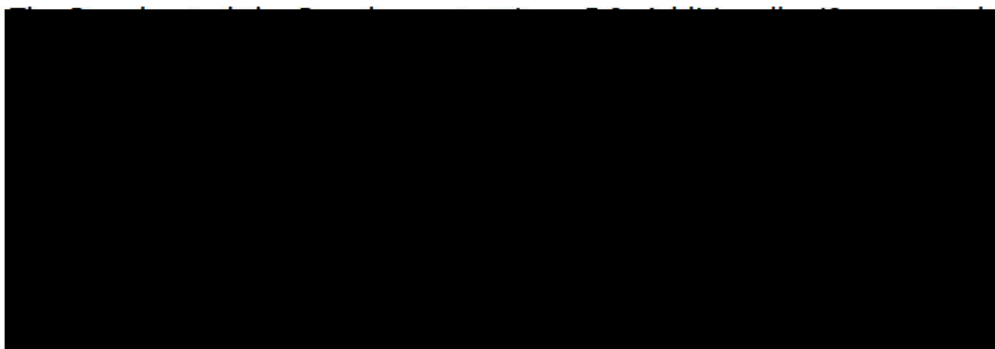
MM asked if this segmentation model was used in other sectors and organisations. NS confirmed that the model had been developed and validated in various housing associations, but it could be used in any sector. MM further questioned how customer services would be measured against the segmentation model. NS explained that service delivery performance against each segment would be captured and monitored through the delivery of the Annual Return on the Charter survey. This would be reported to the Board to assess how successful service delivery was against the segmentation model.

PS asked if the findings of the segmentation model within PfPS were consistent with other organisations. NS responded that the findings were consistent across all organisations she had worked with. NS also confirmed to PS that the segmentation model had been announced broadly to colleagues via Viva Engage and it would be communicated strategically to specific colleagues to inform service design.

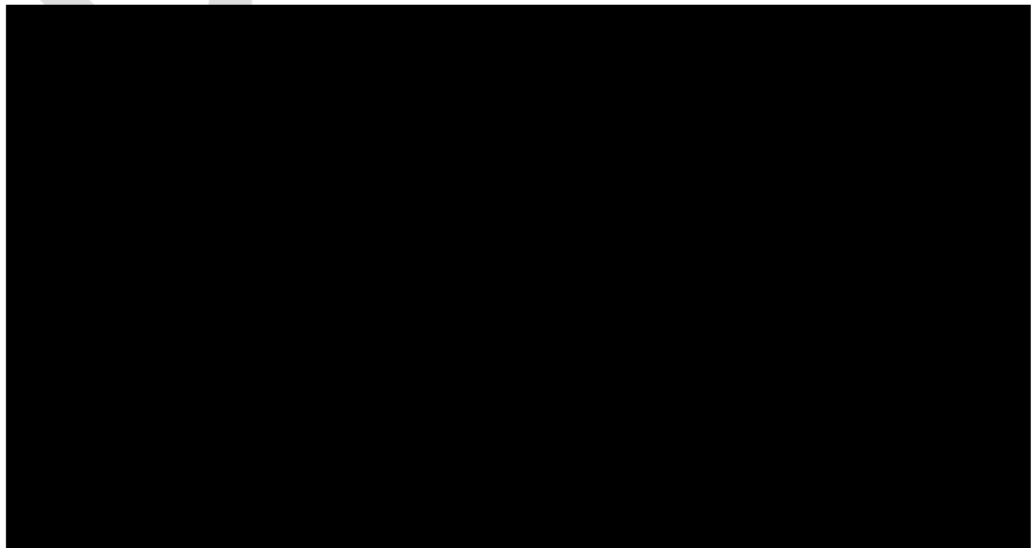
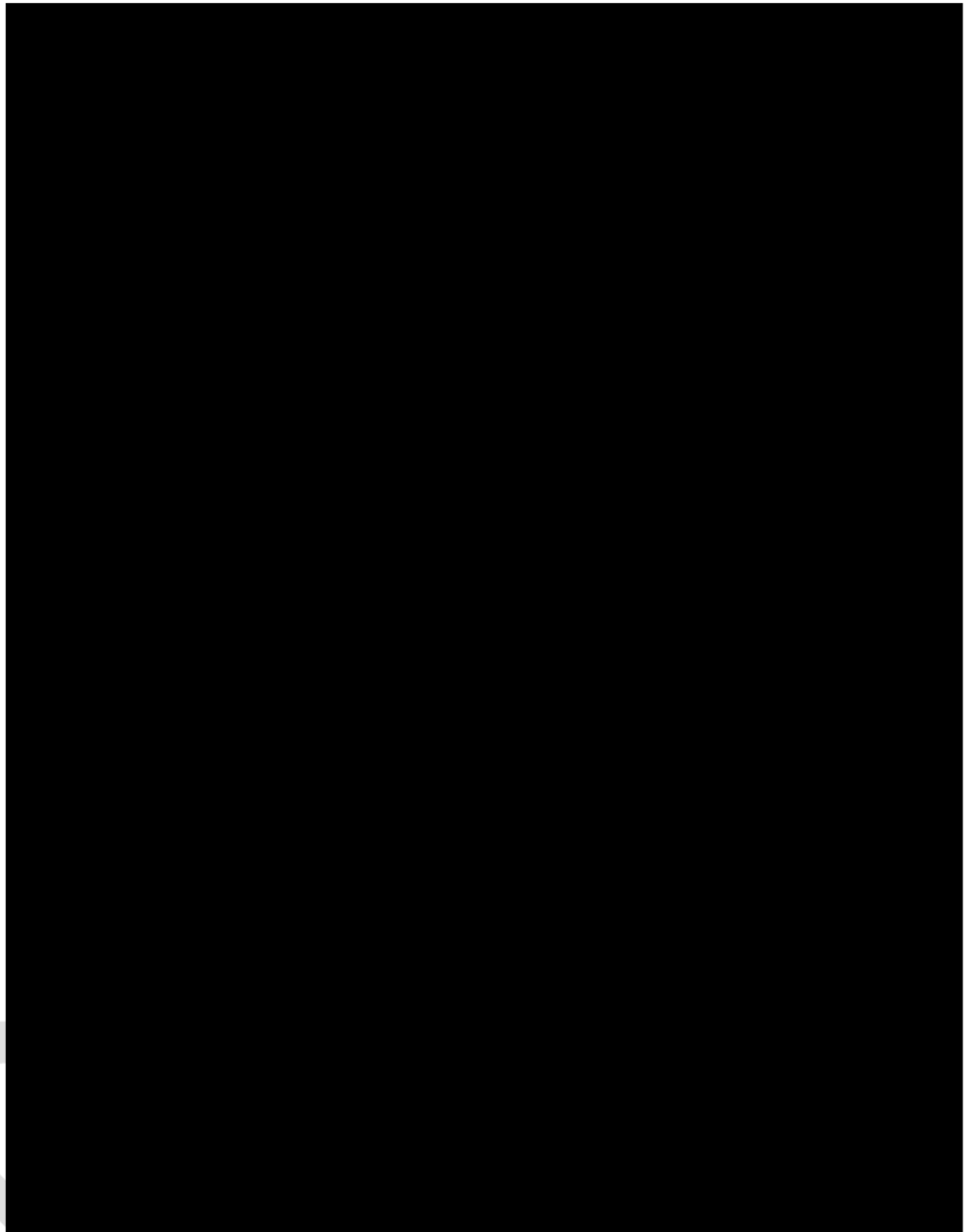
NS left the meeting.

JS joined the meeting.

5.3 Places for People Brand Programme



AR



6. CURRENT PERFORMANCE ON THIS YEAR'S ACTIVITIES

6.1 Directors Report

The Board noted the Directors' Update report at item 6.1.

KB presented the report, highlighting good performance during the quarter with a focus on customer engagement around district heating and service charges, and the delivery of social value. It was noted that three members of the Regional Customer Group ("RCG") had intended to resign from the RCG, but KB had engaged with them to understand their reasons and managed to encourage them to remain as members. The terms of reference were being reviewed to ensure the RCG functioned effectively and the views of the RCG were heard by the Board. RC praised KB for his positive engagement with customers and efforts to improve customer relations. The Board affirmed the importance of the RCG and welcomed initiatives to improve its engagement with the RCG.

6.2 Operational Performance Report

The Board noted the Operational Performance report at item 6.2.

KB presented the report, highlighting that 43% of complaints were upheld in Scotland compared to 63% in England. The reasons for the different upheld rates were being investigated. An error in the report was noted where there was a discrepancy in the current tenant arrears stated in the graph on page 5 and the table on page 7 of the report – the figure in the graph on page 5 was the correct figure. Current tenant arrears were higher than target, but arrears should be reduced by the next Board meeting.

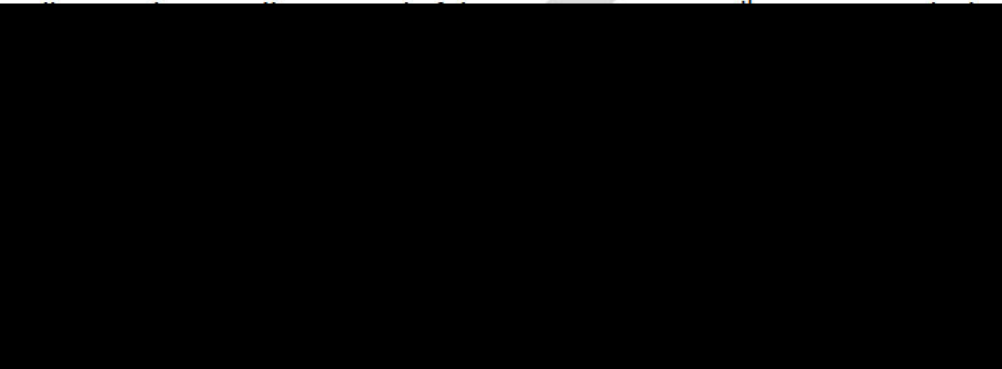
6.3 Assets & Investments Update (including update on the disposals programme)

The Board noted the Assets & Investments report at item 6.3.

TF presented the report, highlighting that significant efforts had been dedicated to understanding the Group's asset portfolio and inform a data-driven asset strategy to improve the condition of homes. The Group's approach remained robust, as demonstrated by the recent regulatory inspection in England, and this approach was replicated in Scotland where PfPS was still targeting the completion of 2,125 home condition surveys in

2025/26. The Group recognised that some customers would require a different service than the home condition survey to understand the condition of their homes, as informed by the customer segmentation model discussed earlier in the meeting.

921 properties were failing to meet the Scottish Housing Quality Standard, with roughly 30% either non-compliant for electrical safety or failing to meet the Scottish Energy Efficiency Standards. An action plan was in place to confirm the accuracy of this data set following the migration of data which had resulted in a higher number of recorded SHQS failures at the end of Q1.



Regarding damp and mould in homes, RB sought assurance that CRE would be compliant with Awaab's Law by October 2025. TF acknowledged that there was still much work to be done to prepare for Awaab's Law but assured that management was focused on ensuring compliance. RB inquired about the 85 open damp and mould cases, and TF confirmed that each case had a Health & Safety coordinator assigned, ensuring clear accountability.

6.4 Repairs Report (verbal update)

KB introduced SW, the Field Operations Director, who had been with the business for a few months as well as MR, the Head of Responsive Repairs, who managed the Scotland region and would be a standing attendee at future meetings. SW provided a verbal update on repairs at item 6.4.

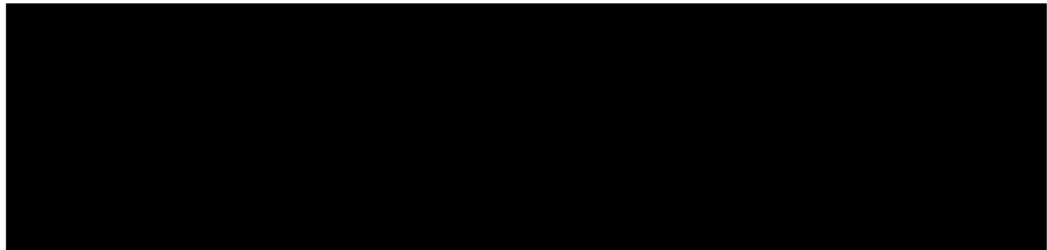
Damp and mould had been identified as the number one priority in repairs operations. Good progress had been made in the past few months, with a reduction in work in progress; the operations headcount had been increased to reduce WIP ahead of 27 October in preparation for Awaab's law. Efforts were also underway to recruit more Healthy Homes Operatives.

Management was also focused on health & safety ("H&S"), specifically on building a positive H&S culture, raising awareness among operatives about the importance of H&S and ensuring that policies and procedures were followed. Reporting on H&S had improved, providing better visibility over H&S metrics and performance.

In terms of customer service, data accuracy was being challenged to ensure reliability of data. The first operative dashboard had been developed, which included metrics on time spent on site and time spent on each job.

6.5 Financial performance report

The Board noted the Financial Performance Report at item 6.5.



7. **APPROVAL OF ANNUAL FINANCIAL STATEMENTS FY2025**

The Board noted the Annual Report & Financial Statements for the year ended 31 March 2025 at item 7.

JD passed on the apologies of SM, Head of Financial Operations, who was due to present this item but was held up in a medical appointment. JD reported that the Audit & Risk Committee had reviewed and recommended the financial statements for approval at their meeting on 6 August 2025. The draft financial statements were attached to management's report for consideration at appendix 1 and the draft Independent Auditors Report was included within the financial statements.

PS highlighted that the AGM attendance on page 8 of the financial statements needed updating in terms of Heather and Bryan's attendance which was incorrectly recorded as 'N/A'. **An action was taken to update the AGM attendance in the financial statements.** AR

The Board **APPROVED** the draft financial statements for CRE for the year ended 31 March 2025 and authorised any of the directors to sign the statements and management representations on their behalf.

8. **GOVERNANCE**

8.1 SHR Annual Assurance Statement

The Board noted the report on the Annual Assurance Statement at item 8.1.

ND presented the report, highlighting that CRE was required to submit the Annual Assurance Statement ("AAS") to the SHR by 31 October to provide assurance that CRE had complied with all relevant regulatory standards. ND confirmed that, following a thorough self-assessment, the AAS confirmed that CRE had complied with all relevant regulatory standards during the financial year under review. Full details of the self-assessment and the AAS was presented at appendices 1 and 2 of the report.

It was noted that CRE was randomly selected by the SHR as part of a programme of visits to landlords to discuss their AAS. During the visit in early June, the SHR provided useful feedback about how CRE could improve their AAS such as by conducting an internal audit on the AAS process. **ND undertook to share with the Board the letter from the SHR outlining their feedback. PS requested that ND inform the SHR of what actions CRE had taken to implement their feedback.** ND

It was further noted that the AAS had been reviewed and discussed in advance by the Audit & Risk Committee at their meeting on 6 August. MS, who was unable to attend this meeting, had been contacted directly by ND to get feedback on the AAS and its supporting documentation. As a result, some additional amendments had been made prior to the Board's review of the work.

JH commented that damp and mould issues were still present and suggested amending the wording in the AAS to reflect ongoing efforts to address these cases. ND agreed with this observation, and pledged to amend the AAS accordingly, while offering to correspond with JH directly on all suggested amendments.

The Board **APPROVED** the AAS in appendix 1 of the report.

8.2 Awaab's Law Readiness Review

The Board noted the Awaab's Law Readiness Review report at item 8.2.

ND presented the report which summarised the review of the Group's readiness for the implementation of Awaab's Law from 27 October 2025. ND explained that the review had been conducted across the Group, including PfPS, and a consistent approach would be taken across the Group. It was noted that a Scottish equivalent of the Awaab's Law would be introduced but the timing for this legislation was unknown. Preparations to comply with the Awaab's Law were already underway across England and Scotland and the Regulation team would monitor progress against compliance with the law and report back to the Board. ND assured the Board that the Group was committed to ensuring compliance with Awaab's Law before October 2025.

OC joined the meeting.

8.3 Annual Review of Key suppliers

The Board noted the Annual Review of Key Suppliers report at item 8.3.

OC presented the report, summarising the findings of a procurement review completed by Scotland Excel in February 2024 and the spend on key suppliers to CRE in 2024. The report also included an update on suppliers

that were appointed via the Group Procurement team in FY24/25 as well as awareness of projects that were in the procurement pipeline for FY25/26.

It was acknowledged that PfPS had received a strong procurement score from Scotland Excel which provided assurance to the Board on the procurement process - the full report by Scotland Excel was included in the Background Materials for the Board's information.

[REDACTED]

18 of these suppliers were appointed through agreements procured by the centralised Group Procurement team. There was scope to review the smaller suppliers to support consolidation and reduce the number of suppliers. The Group aimed to strike a balance between gaining efficiency through Group-procured deals and using local supply chains in Scotland.

KM enquired about proactive procurement in advance of property completions, and OC confirmed there was proactive procurement in central Scotland areas but recognised a need for improving procurement in regions such as Inverness.

PS requested that the annual review of suppliers be added to the Board's plan of work as an annual update. AR

OC left the meeting.

8.4 Annual review of key People Policies

The Board noted the report on the Annual Consolidated Review of People Policies at item 8.4.

KH presented the report which provided an annual overview of the key People policies that had been updated and implemented across the Group and summarised the policies that were currently under review. The report intended to provide assurance and oversight to the Board that a comprehensive and appropriate suite of People policies were in place for PfPS colleagues which were reviewed by management on a regular basis.

PS expressed satisfaction with the inclusion of the annual supplier update and annual people policy update on the Board's agenda.

8.5 Standing Items Report

The Board noted the Standing Items Report at item 8.5.

KD presented the report, highlighting that directors had been asked to verify their identity with Companies House and provide their identity verification code to the Group Company Secretariat team as soon as possible to prepare for the Economic Crime & Corporate Transparency Act

2025. Directors were also advised against using personal devices and to give advance notice to the IT team when travelling abroad to avoid being locked out of their account.

8.5.1 Notice of AGM and invitation letter

The Board noted and **APPROVED** the AGM Notice and invitation letter to members.

KD confirmed that Rules 62 to 67 had been complied with in accordance with the Rules of CRE for the financial year.

8.5.2 Proposed meeting dates 2026/27

The Board noted the proposed meeting dates for 2026/27.

MS asked management to consider whether the AGM and strategy day AR could be held on the same day.

PS proposed scheduling a session with the Group board in March 2026 to KD/PS discuss the outcome of the CRE Board strategy day in October and actions from the previous session held with the Group board. An action was assigned to PS/MS and KD to consider this suggestion.

9. **ANY OTHER BUSINESS**

There was no other business to note.

10. **DATES OF NEXT MEETINGS AND PLAN OF WORK**

10.1 *AGM – 25 September 2025 -*

10.2 Board strategy session - 1 October 2025 -

10.3 Next quarterly board meeting – 5 November 2025