



<p>RoS Board</p> <p>Minute of Meeting</p> <p>09 December 2025</p> <p>Meadowbank House, Edinburgh</p>	
Chair	Jennifer Henderson, Keeper of the Registers of Scotland
Present	Chris Kerr, Director of Policy and Corporate Services and AO David Blair, Director for Customer and Business Development Tracy McIntyre, Director of People and Operational Services Martin Burns, Director of Digital, Data and Technology Asim Muhammad, Non-Executive Director – <i>from item 5</i> Dónall Curtin, Non-Executive Director Elaine Melrose, Non-Executive Director Neil Mackay, Non-Executive Director Mhairi Kennedy, Non-Executive Director
In attendance	Chief Finance Officer (HB) Head of Internal Communications and Engagement (LC) Head of External Communications and Engagement (JG) HMLR Deputy Chief Executive and Director of Customer and Strategy (MH) – <i>via Teams - item 5</i> HMLR Director of Data & Register Integrity and General Counsel (ED'A) – <i>via Teams - item 5</i> Head of Business Development (ND) – item 8 Head of IT Enablement (PC) – item 9 Head of Cyber Security (AC) – <i>item 9</i> Senior Benefits Analyst (BI) – <i>item 12</i> Head of Finance: Financial Management and Finance Business Partnering (AB) – <i>item 12</i> Head of Customer Experience (IM) – <i>item 12</i> Senior Management Accountant (RI) – <i>item 12</i> Head of Enterprise Risk Management (AK) – <i>item 13</i>
Secretariat	Head of Secretariat and Governance (ML)
Apologies	None

Introduction, apologies, notification of meeting recording, and declaration of interests

1. The Chair welcomed attendees to the December Board meeting and extended a warm welcome to the Head of Internal Communications and Engagement, and Head of External Communications and Engagement, attending the meeting to support development and in lieu of the Head of Communications and Engagement.

2. There were no declarations of interest, however members were reminded to return their annual Register of Interest updates in December.



3. Neil Mackay, Non-Executive Director, was designated as the Board observer.

Agenda items to be taken in Private & Papers to be labelled for long term retention (RoSBrd2025/04/01)

4. The Board agreed the transparency recommendations detailed within the paper.

5. The Board noted a change in agreed publication approach for the CX Strategy June Board paper. The group were advised that on review for publication, a 'restricted distribution' annex was redacted on the grounds of FOISA section 33, which pertains to commercial interests.

Minute of the Previous Meeting (RoSBrd2025/04/02)

6. The minutes of the 08 & 09 September 2025 Board meeting were agreed as an accurate reflection of the meeting.

Action Log (RoSBrd2025/04/03)

7. The Board agreed that the following action is now complete and can be closed as proposed:

- 6957

8. The Board agreed that the following action is ongoing and should remain open:

- 6958

9. The Board received an update on automation progress, noting that by the end of November, 48% of standard dealings had been automated, with further gains expected from upcoming releases. Although the March target of 61% automation has been delayed, current achievements were considered positive but did note there was operational impact on capacity and the need for ongoing mitigations. The group noted that phased implementation would continue, with ongoing monitoring of both operational and financial effects as this develops.

HMLR Future Strategy & Work Focus

10. The Chair extended a warm welcome to the HM Land Registry's Deputy Chief Executive and Director of Customer and Strategy and HM Land Registry's Director of Data & Register Integrity and General Counsel via virtual connectivity.

11. The Board were provided with a strategic overview of HM Land Registry's (HMLR) current position, future strategic vision, key challenges, risks, and opportunities. The purpose of this agenda item was to gain insight into how a closely related organisation approaches many of the same challenges and opportunities that RoS is addressing, and to stimulate Board discussion about how HMLR's approach could be used to inform future RoS strategy.

12. The Board discussed the prioritisation of automation within information services, noting that rapid, round-the-clock access to property information is a clear customer



priority and that achieving high levels of automation is a successful strategic decision to maximise customer benefit and operational efficiency.

13. The group discussed the development of common APIs and consideration of open data standards, noting the aim of enabling market-wide innovation and interoperability across jurisdictions to ensure the UK property market remains competitive and digitally integrated.

14. The Board debated the merits of charging for data versus providing free access for public benefit, with suggestion that data should be freely available where there is a clear public purpose, with commercial charging applied where investment in data quality is required.

15. The Board noted international comparisons which highlighted that automation enables registries to better manage demand spikes and backlogs elsewhere. Flexibility in workforce deployment and clear customer communication were noted as essential to maintaining service standards during periods of increased activity.

16. The Board noted progress in adopting AI and machine learning to improve data quality, automate processes, and support decision-making with AI being used to support data transformation, predictive analytics, and enhancing customer service.

17. The Board reflected on the organisation's position as a monopoly provider, with encouragement to balance confidence with prudent risk-taking, learning from international best practice.

18. The group discussed pace of transformation, recognising that organisational culture, caution, and legacy systems can slow progress. The Board noted the need for bold decision-making and a willingness to accelerate change where appropriate.

19. The Board considered approaches to measuring and improving productivity, including the use of performance dashboards and targeted management interventions. Overtime usage was discussed, focussing on how this is utilised differently across jurisdictions.

20. Mutual challenges in recruiting and retaining experienced staff were discussed, with an emphasis on the importance of knowledge transfer and building sound judgement among new recruits.

21. The Board noted registry examples from Norway, New Zealand, and British Columbia, where collaborative approaches and system integration have delivered significant improvements in property market efficiency.

22. The Board noted the strategic route of travel, operational achievements, and ongoing challenges facing HM Land Registry, as well as the opportunities for further transformation and sector leadership, and consideration of utilising wider knowledge and lessons learned from other jurisdictions of land registries.

23. The Board noted that RoS colleagues have regular engagement with HMLR counterparts, however any further information Board members would like to seek from HMLR can be facilitated through their EMT 1:1s or direct engagement with the Keeper.



24. The Chair expressed gratitude to the guests for their engaging discussion and extended the Board's best wishes to the Deputy Chief Executive and Director of Customer and Strategy as he prepares to leave HMLR.

Corporate Plan 2027-32 Proposed Strategic Progress (RoSBrd2025/04/04)

25. The Chair introduced the paper and requested feedback on the proposed focus for the 2027-32 Corporate Plan.

26. The Board noted the need for language that conveys adaptability, flexibility and strength, positioning RoS as thriving once the current challenge of long-standing open casework has been addressed. The Board suggested that the next iteration of the plan should articulate a compelling vision, balancing core stability with ambition for greater impact, and agreed that careful use of the word 'resilience' was needed to ensure that customers and colleagues didn't misunderstand the future plans as being too conservative.

27. The Board discussed cultural positioning and agreed that the narrative should energise the organisation, avoid pedestrianism, and differentiate RoS as an employer of choice through a creative and distinctive story, suggesting the plan reflect lessons learned, anticipate market changes where possible and set out an ambitious delivery programme.

28. The Board discussed strategic priorities, agreeing that alignment with customer expectations and digital transformation is critical to remain relevant and impactful.

29. The Board noted the importance of efficiency, cost reduction and automation, alongside investment in resilience measures such as multiskilling and system robustness, agreeing that these should be framed within a broader ambition for innovation and transformation.

30. The group discussed the need for clarity on RoS Ventures within the plan and agreed that the narrative should connect RoS' role to wider economic impact, Public Sector Reform agenda, and national priorities, defining what aims are to set RoS apart over the next five years, including its contribution to housing, land and economic development.

31. The Board agreed that the future material being produced to support the Board discussions on the next corporate plan over the period ahead should include a clear articulation of strategic choices, risk appetite and investment priorities, ensuring that resilience is presented as a foundation rather than the central theme. The Board noted that storytelling and positioning will be key to engaging staff and stakeholders.

32. The Board heard that their input will help shape the input for the January corporate planning workshop, including incorporating feedback on language, ambition, strategic framing, and considerations on effective related communication plans.

Business Development Options Discussion (RoSBrd2025/04/05)

33. The Chair welcomed the Head of Business Development to the meeting and invited the Director for Customer and Business Development to introduce the paper.



34. The Board noted progress to date and shared advice and queries to inform next phase considerations.
35. The Board discussed the operating approach and maturity model, supporting a 'test and learn' phase across a mix of products, early pilots, and the need to build digital capability with DDaT.
36. The Board noted that governance to 'do no harm' is in place and that commercial activity must be coordinated with Finance, Risk and Information Governance, Legal, and wider assurance in mind.
37. The Board discussed profitability, breakeven assumptions and scenario economics, noting particular interest in cost-income ratios, scale and timing of investment, and the need for independent financial validation.
38. The Board urged payback horizons and risk tolerance be explicit choices rather than implicit drift, and that these be defined at the earliest opportunity.
39. The Board discussed legal structure and governance options, including potential options for how RoS Ventures may operate in the future, and the implications for transfer pricing, independence, and any future sale. The Board agreed that a working assumption on the end state is required to avoid over integration and to guide near-term decisions.
40. The Board discussed the stewardship of public money, the requirement for finance systems and product development risk assessment from the outset, and the need to define clear 'kill factors' and tolerance levels. The Board noted a proposed shift in focus from pursuing easily attainable opportunities to making prioritised investments that align with near-term strategic objectives.
41. The Board discussed capacity and strategic intent, seeking clarity on 'why and what for' within 3 to 6 months so RoS Ventures can be integrated with the planning for the new Corporate Plan.
42. The Board noted relevant public-sector comparators (for example, organisations with statutory and commercial arms) while recognising there is no exact equivalent for RoS.
43. The Board was informed that the Fast Track Service launched successfully on the 09 December as planned, with the first order submitted and fulfilled the morning of.
44. The Board noted that a fuller discussion would take place at the March Board meeting, incorporating the considerations raised within this discussion, and presenting options on economics, legal structure, governance, risk appetite and comparators, with Finance validation of key figures.

Cyber Strategy/Operational Resilience Update (RoSBrd2025/04/06)

45. The Chair welcomed the Head of IT Enablement and Head of Cyber Security to the meeting.
46. The Board discussed the importance of maintaining visibility and assurance on cyber security following the endorsement of the cyber resilience strategy, and agreed that



future updates should provide clear context on progress, gaps, and investment priorities.

47. The Board discussed the proposed assurance approach, which includes risk aggregation, the NCSC Cyber Assessment Framework (CAF) and associated metrics (ODMs) to evidence control effectiveness, agreeing that these measures provide a sound basis for oversight, though sought clearer commentary in future reporting to aid understanding.

48. The Board discussed operational resilience and recovery capability, agreeing that investment in this capability is essential and requesting that future reporting include an action plan with timelines, prioritisation and funding status for progressing this.

49. The Board discussed cyber insurance, noting mixed views on its value and exclusions. The Board agreed that the matter requires further investigation, and sought this to return to a future update.

50. The Board emphasised the need to align cyber resilience with broader operational resilience and to ensure clarity on governance and audit responsibilities. The Board agreed that ARC will continue to scrutinise risk management and reporting, with clarity to be established on the division of oversight between ARC and the Board.

ACTION - Keeper, Accountable Officer, and ARC Chair - To discuss and agree the delineation of responsibilities between ARC and the Board for cyber and operational resilience oversight and management.

51. The Board noted that cyber resilience remains a standing agenda item and that future updates will incorporate tactical progress, risk prioritisation, and investment requirements to support informed decision-making, alongside clearer narrative commentary on ODMs, areas not achieved, context for gaps, and commentary on actions in progress, as well as providing a dashboard summarising risk appetite, mitigation and investment gaps.

52. The Board endorsed the proposed 3 pillar Cyber resilience reporting framework as the agreed method for future reporting, endorsed the adoption of the Cyber Resilience Board dashboard as the primary reporting artefact and related reporting cadence.

Delivery Plan Year 5 Update (RoSBrd2025/04/07)

53. The Director of Policy and Corporate Services was invited to introduce the paper.

54. The Board discussed the current position on open casework and noted that volumes continue to reduce, with the ambition to significantly reduce them by the end of the current Corporate Plan period.

55. The Board noted that, in addition to reducing the volume of open casework, it was vitally important to continue to bring in the age of stock, noting the current focus has been on removing as much pre-2024 stock as possible to significantly reduce the volume of cases that are older than 2 years. The Board agreed that this target remained valid for the final year of the current corporate plan.



56. The Board emphasised the importance of clear communication around whatever targets are set for the final year of the current corporate plan to ensure ongoing support from customers and delivery commitment from colleagues.

57. The Board discussed lessons learned about the progress to date in reducing the volume and age of the stock; and agreed that these must inform future commitments, particularly around productivity, automation, and workforce planning.

58. The group noted that attrition remains a risk despite recent improvements and agreed that cultural and operational interventions should be prioritised, with the need for transparency on dependencies and joined up reporting on interventions and their anticipated impact.

59. The Board discussed financial performance and noted that the approach of starting the year with a budget deficit and using savings in year to ensure a breakeven position had been challenging to manage due to housing market fluctuations. The group heard that the aim for the next financial year is to begin with a balanced position or small surplus, recognising that additional budget requests may arise.

60. The Board discussed investment priorities and agreed that decisions must be evidence based and focused on operational resilience, automation and risk mitigation, urging any surplus to be prioritised for critical needs such as cyber resilience rather than discretionary initiatives.

61. The Board recognised that automation is key to achieving future targets and the importance of defining the level of automation required to meet year 5 targets, whilst driving backlog reduction and improvements in speed for new cases, ensuring balanced outcomes.

62. The group discussed considerations around independent scrutiny to provide confidence in delivery plans, and welcomed proposals for ensuring additional assurance through ARC, noting that reporting should include clear metrics, interdependencies and the financial implications of any revised timelines.

63. The Board discussed customer expectations and agreed that external messaging should focus on sustainable solutions rather than short-term timelines, noting that internal communications will be critical to maintain organisational energy and commitment.

64. The Board noted that further discussions would be tabled for the January Corporate Plan and Risk workshop at which members will be present.

Board Performance Monitoring by exception (RoSBrd2025/04/08)

65. The Chair welcomed the Senior Benefits Analyst, Head of Finance: Financial Management and Finance Business Partnering, Head of Customer Experience, and Senior Management Accountant (joining to shadow for development purposes), to the meeting and invited the Board to discuss the exception reporting.

66. The Board noted the current performance and financial positions and recent financial improvements, though noted that an additional estates cost risk may impact the position or require Scottish Government support.



67. The group noted that BIA modelling adjustments reflect lower than assumed work rates and fewer resource availability in Q1/Q2. The group observed that new cohorts are progressing more slowly than originally modelled, and that unfilled posts have reduced throughput despite positive indicators on recruitment, sickness, and attrition.

68. The Board discussed dependencies on automation, noting that timeline delays have pushed back retraining and competence timelines. The group noted that lessons on the route to competence are being embedded and that the final training cohort moving into productive work should begin to improve capacity.

69. The group discussed the current contingent workforce position, querying whether overall usage is reducing or shifting across directorates beyond technology. The group agreed the need for clarity on essential versus replaceable contingent roles.

ACTION – Director of People and Operational Services - To share a short paper outwith Committee detailing contingent workforce movement by Directorate, identifying where contingent roles currently exist, where they are likely permanently required, and where active conversion to permanence is sought.

70. The group discussed strategic workforce planning and agreed to define an appropriate contingent level to support flexibility. The group noted the need for insightful productivity metrics that distinguish technology and operations to inform resourcing, training, and workflow prioritisation.

71. The Board noted continued increases in Customer Satisfaction Index scores had been achieved without targeted investment and agreed that CSI insights provide valuable evidence across the service suite, particularly for the Customer Service Centre.

72. The Board supported the continuation of colleague recognition initiatives and related organisational communications to celebrate success, and agreed that CSI outcomes strengthen external assurance for parliamentary stakeholders and should be reflected in engagement activity.

73. The Board noted the position outlined in the paper.

KRR by Exception (RoSBrd2025/04/09)

74. The Chair invited the Head of Enterprise Risk Management to the meeting, and invited them to introduce the exception reporting.

75. The Board noted that Key Risk 8 has been reframed to focus on resilience, and that controls and route to target are currently under consideration.

76. The group welcomed the escalation of the Finance System Strategy risk to the Key Risk Register, reflecting ARC's ongoing interest and emphasised the need for clear milestones to track progress, ensuring that the finance system remains fit for purpose and receives appropriate investment.

77. Operational workarounds were acknowledged as effective in the short term, but the dependency of many processes on the finance system, and downtime experience, underscored operational risk exposure. The group also noted supplier support issues associated with the current system, adding to the risk profile.



78. The Board agreed that investment decisions should be driven by clearly articulated risks to the organisation, especially those related to resilience, rather than being based solely on aspirations for improved performance or reporting, with a view that this approach will ensure that resources are allocated in a way that most effectively mitigates core operational vulnerabilities and aligns with the organisation's broader ambitions.

79. The Board considered dependencies between technology and system strategies, noting in particular the link between Finance and HR systems and potential implications from the Supporting Services Review (SSR) output. The group heard that decisions on system scope will be central to the overall strategy and acknowledged that any future system solution should be rooted in optimising ways of working across people, processes, and technology, and that legacy customisation must be removed before meaningful updates and requirements can be properly defined.

80. The group urged a move towards a more iterative use of the risk register rather than waiting for fully complete entries, to increase transparency and allow timely advice to be sought, and noted that the January Board and ARC Workshop will allow for a fuller holistic risk discussion.

81. The Board noted the intentions in respect of model risk management and agreed to defer oversight to the Audit and Risk Committee.

Civil Service People Survey Results – Engagement

82. The Director of People and Operational Services shared high-level engagement information from the 2025 Civil Service People Survey. The full results are pending release where they will be under embargo until a future date.

83. The Board noted that a fuller CSPA update would be provided to the March meeting.

84. The group emphasised the link between staff engagement and customer satisfaction, prioritising a joined up narrative that connects internal engagement to service quality and key organisational metrics.

85. The Board were advised that RoS have recently received a platinum accreditation from Investors in People in relation to wellbeing, reinforcing the focus on staff wellbeing as a foundation for engagement.

86. The group discussed the concept of organisational pride and noted that communication strategies are under consideration to further develop this attribute. The intention is to support staff in recognising the organisation's contribution to the wider Scottish economy, which may, in turn, foster a stronger sense of individual pride.

Audit and Risk Committee Update (RoSBrd2025/04/10)

87. The Chair invited the Audit and Risk Committee Chair to present the paper, noting that feedback would be welcomed given this is his inaugural written following handover of the ARC Chair position.



88. The ARC Chair flagged the importance of a continued challenge and oversight around Cyber and AI. The group noted an earlier discussion on utilising AI as an aid for interpretation rather than a decision making tool, and agreed that ARC should monitor and consider this approach where appropriate.

89. The Board noted that new AI legislation is expected circa March 2026, and were assured that the Policy and Information Governance teams would be analysing any potential effects to RoS and routing via Policy and Practice Governance for oversight.

90. The group noted that an AI policy and control framework are under consideration, and urged this to be implemented as a core policy control point to govern use at the earliest opportunity.

91. The Board heard that ARC is working well from the ARC Chairs point of view, with full contribution from members, a constructive dynamic, and clear value added to governance.

92. The Board noted the update and endorsed the prioritised actions outlined, supporting continued focus on embedding risk management culture.

Papers for Noting

93. The Board noted the following papers:

- **Governance Risk Discussion Tracker** (RoSBrd2025/04/11)
- **2026 Board Dates** (RoSBrd2025/04/12)
- **2026 Board Agenda Planner** (RoSBrd2025/04/13)
- **Procurement Annual Report** (RoSBrd2025/04/14)
- **Estates Strategy Update** (RoSBrd2025/04/15)

94. The Board discussed physical security onsite at SVP and were assured that all relevant risk and security protocols have been considered and approved by tenant organisations.

NXD Recruitment Proposals (RoSBrd2025/04/16)

95. NXDs were supportive of the proposals and were willing to participate in the recruitment process as required.

ARA 2024-25 & ISA260 Delay (RoSBrd2025/04/17)

96. The Board noted that the Chief Finance Officer will be meeting with the external auditor to discuss and feed back on the 2024/25 audit process.

Selling and Buying Reform – UK Government Consultation (RoSBrd2025/04/18)

Open Board Discussion

97. The Chair introduced the unstructured discussion slot to allow conversation on items outwith the formal agenda that are of interest to members. The Board discussed the following topics:



- Members noted that the annual NXD private 1:1 sessions with PCS and the DG Corporate, will be scheduled for the March Board meeting. Board colleagues were also reminded that this will be the last meeting with the current DG Corporate (Lesley Fraser) ahead of her March 2026 retirement. The group were informed that arrangements will be made with the new DG at the earliest opportunity, to ensure they understand their responsibilities with respect to RoS as defined in our framework agreement.
- The discussion covered restrictions on making announcements during the Scottish election period, clarifying that while publication of information is allowed (e.g. our year 5 delivery plan), we will choose not to do additional publicity around it.
- It was noted that the RoS policy team will maintain a watching brief on any RoS relevant commitments included in party manifestos ensuring we are prepared to take action after the election as may be required.
- The group noted that introductory materials are being prepared by the Comms team to be shared with new MSPs to introduce them to RoS, so that they can understand how we can help them support their constituents.

Items to be delegated to ARC

98. No items were delegated to the Audit and Risk Committee.

Board Observer Feedback

99. The Chair invited Neil Mackay, Non-Executive Director, to provide Board observer feedback.

100. The Board noted the following points from the observer feedback:

- The HMLR engagement provided valuable external perspective, highlighting both shared challenges and areas of advancement, and was worthy of extending the time slot to accommodate the rich discussion.
- Board papers enabled focused, strategic debate, with operational issues discussed appropriately in relation to long-term strategy and oversight only.
- Discussions emphasised resilience, prioritisation, and the need for alignment between people, technology, operations, and policy.
- The Board noted the need the importance of maintaining the customer voice in discussions and urged this to be considered throughout the full agenda.
- The balance of contributions between Non-Executive Directors and the Executive Management Team was considered, noting broader engagement across all members remains important.

101. The Board noted that ongoing consideration will be given to inviting further external guests to provide an outside perspective, with future suggestions including leaders in AI law and industrial conveyancing.

102. The Board noted that the Keeper has reached out to key stakeholders to encourage input into the Corporate Plan 2027-2032 considerations, and members suggested an overview of stakeholders may be useful to inform NXD knowledge and allow them to fully recognise the diversity of RoS' customer base.

**Close**

103. The Keeper thanked attendees for their participation in the meeting, acknowledging their significant contributions throughout 2025 and wishing them an enjoyable festive season. The Keeper also highlighted the organisation's progress over the year, noting that the Board's supportive oversight and constructive challenge have been instrumental in driving this progress.

Date of Next Meeting

104. The Board noted that the next BAU Board meeting will take place on 09 and 10 March 2025 in Meadowbank House, Edinburgh, with members also participating in the Corporate Plan and Risk workshop on 20 January 2026, in Saint Vincent Plaza, Glasgow.