RoS Board **Minute of meeting** **27 November 2019** **Meadowbank House, Edinburgh**	
Chair	Jennifer Henderson, Keeper of the Registers of Scotland
Present	Janet Egdell, Accountable Officer Kenny Crawford, Business Development Director Billy Harkness, Corporate Director Chris Kerr, Registration and Policy Director Deepa Mann-Kler, Non-Executive Director Jayne Scott, Non-Executive Director/ARC Chair Andrew Harvey, Non-Executive Director
In attendance	Head of Finance Head of Customer Experience – item 5 Head of Risk and Information Governance – item 6 Enterprise Risk Manager – item 6 Data Analytics Developer – item 6
Apologies	Shrin Honap, Non-Executive Director Andrew Miller, Non-Executive Director
Secretariat	Head of Secretariat Secretariat Modern Apprentice

Introduction, apologies and declaration of interests

1.   The Keeper welcomed everyone to the November RoS Board meeting. Apologies were received from two Board members, as detailed above.

2.   No declarations of interest were made.

Minute of meeting previous meeting (*RoSBrd2019/11/01*)

3.   The minute of the meeting of 22 October 2019 was accepted as an accurate reflection of the meeting, although it was agreed that content should be added to the board observer feedback section to reflect which elements of the feedback have been acted upon and the changes that have been made to address the feedback.

Action Log (*RoSBrd2019/11/02*)

4.   The board agreed that the following actions are now closed.

3664, 3878, 3983, 3984, 4073, 4076, 4078, 4079, 4081, 4082, 4083, 4084.

5.   When closing action 3878 it was agreed that strategies presented to future boards should have a paragraph detailing colleague engagement in the formulation of the strategy to enable the Board to maintain visibility of colleague input into strategies.

6.   The board agreed that the following actions are ongoing.

3872, 3874, 3980, 3985, 3992, 3997, 3998, 4003, 4070, 4071, 4072, 4074, 4075, 4077, 4080

Audit Update (*RoSBrd2019/11/03*)

7.   The Audit and Risk Committee (ARC) Chair provided an update on the ARC meeting that took place on 11 November 2019.

8.   The board noted that the Chair of ARC had joined the Glasgow meeting from the Edinburgh office via skype and commented that the technology worked really well, which was a great example of smart working in practice.

9.   The board noted that internal audit are on track to deliver the internal audit plan for 2019/20 and presented the benefits realisation and customer satisfaction reports at the meeting. Both of which were rated as providing 'reasonable assurance'. The board highlighted that there was dubiety around whether recommendations contained in the customer satisfaction report had actually been accepted by management and requested that the internal audit was reopened in order to get clarification on this. It was agreed that the ARC would raise this with the internal auditors and make the board aware of any difference in opinion between internal audit and management in future.

Action – ARC Chair to reopen the customer satisfaction internal audit and review further with internal auditors.

Action – ARC Chair to report any discrepancies between management and internal audit opinions on audit recommendations to future boards.

10.   The board noted that work would be ongoing to create a draft internal audit plan for 20/21 with a view to presenting the draft at the February ARC and board meetings. The board highlighted that early conversations should be had with the Senior Management Team to identify areas they feel that require auditing in advance of the February ARC.

Action – ARC Chair/Accountable Officer to ensure that Internal Audit have early conversations with the Senior Management Team to identify areas that require auditing in 20/21.

11.   The board noted that the ARC had a further discussion about the risk assurance framework, following board feedback at the last meeting, and it was agreed to further develop the framework with the Executive Management Team (EMT) ahead of the ARC meeting in February 2020 and the updated

version would be available to guide discussions at the risk workshop in May 2020.

12.   The board noted that a deep dive into People and Change was carried out, which focussed on how to enhance staff engagement in the development of the People at RoS Strategy and how the strategic workforce plan is being used in practice to support the next corporate planning round. It was highlighted that good, robust, open conversations took place and ARC took a lot of assurance from this deep dive.

13.   The board thanked the ARC Chair for the update.

Revised Corporate Plan (*RoSBrd2019/11/04*)

14.   The Accountable Officer provided an update on the revised corporate plan.

15.   The board agreed that the vision, values and strategic objectives remained appropriate for the five year period and the themes and priorities remained appropriate for the first 12-18 months of that period.

16.   The board noted the budget position and highlighted that the scenario planning that had been done was helpful.

17.   The board had a discussion around predictions for recruitment timescales and noted that intelligence had been gathered from the recent recruitment campaigns in order to create a more standard metric for predicting recruitment timescales, which should make for more accurate budget forecasting going forward. The board noted that productivity dip needs to be taken into account when taking people away from BAU to train new starters and stressed the importance of accurately predicting when new recruits will become fully trained and productive. It was highlighted that a deep dive on people would take place at the February board, which would be timely.

18.   The board agreed that the key used on the KPI dashboard was unnecessarily complex, causing confusion and it was agreed that this should be simplified to a standard red, amber, green (RAG) status to track progress.

Action – EMT to update the KPI dashboard to simplify the key used to track progress to a simple RAG status.

19.   The board had a discussion about the dynamic approach to KPIs and agreed it was helpful to have a 6 month review to challenge appropriately, however, it was highlighted that a robust policy should be in place to make clear when it is appropriate to change a KPI, to ensure that it can't be changed because it isn't being met.

Action – Keeper to look at the KPI policy and ensure it is really clear on when a KPI can be changed and the governance route for decision making.

20.   The board noted that the visual to represent people on the KPI dashboard appeared to represent two men and one woman and requested that this was amended to make the representation equal, or non-specific.

Action – Head of Communications to ensure the KPI dashboard is updated to reflect an equal representation on the visual for people.

21.   The board thanked the Accountable Officer for the update.

Reserves Review (*RoSBrd2019/11/05*)

22.   The Head of Finance presented the reserves review paper. The board agreed the reserves position and noted that this has been predicted on an assumption around current fees and would be subject to further review if that were to change.

23.   The board thanked the Head of Finance for the update.

Fees Review (*RoSBrd2019/11/06*)

24.   The Accountable Officer presented the fees review paper.

25.   The board noted that fees have not been increased for a number of years, despite RoS running costs going up and the Scottish Public Finance Manual sets out that the standard approach for setting charges and fees is full cost recovery.

26.   The board were very supportive of the proposals to increase accessibility for customers and stressed the importance of supporting accessibility.

27.   The board suggested it would be helpful to do some work around the comparative figures on how much the fees would have increased year on year if they had been increased each year by CPI or RPI.

28.   The board agreed the broad principles outlined, however, agreed that further work was required around the specifics.

Key Risk Register (*RoSBrd2019/11/07*)

29.   The Head of Risk and Information Governance, Head of Enterprise Risk Management and a Data Analytics Developer attended the RoS Board to provide an update on the key risk register (KRR).

30.   The board were given a live demonstration of the updated risk register reporting tool on Tableau and Excel, resulting in more intelligent reporting. The board were impressed with the new reporting tool, however, highlighted the importance of a risk culture shift to complement the tools as well.

31.   The board noted the Key Risk Register.

Risk Management Policy (*RoSBrd2019/11/08*)

32.   The board noted the risk management policy, which was discussed in depth at the recent audit and risk committee meeting.   The board were impressed with the conciseness of the policy.

L&D Showcase

33.   The board attended a Learning and Development (L&D) Showcase over a working lunch, which they found to be very useful.

34.   The board thanked the L&D team for the excellent showcase.

RoS Reclassification (*RoSBrd2019/11/09)*

35.   The board had a discussion around RoS reclassification and noted that a consultation was expected imminently from colleagues in the Scottish Government.

36.   The board noted that the Keeper was pleased to be involved in the process as a consultee and that work was already underway to engage with the Scottish Government and Ministers to work out the practicalities for implementing the change. The Keeper agreed to circulate her proposed draft response to the consultation to board members for input and advice before submitting.

37.   The board noted that key stakeholders would also be invited to respond to the consultation and suggested that the Keeper may wish to write to these stakeholders to offer them the opportunity to ask any questions they may have about how RoS anticipates the change may affect them in order to support the formulation of their consultation response.   The Keeper agreed to do this.

38.   The board thanked the Keeper and Accountable Officer for the update and noted that they would be kept up to date on any developments, including clarification of timescales and process for the consultation.

CSPS Completion Rate & Big Picture Update

39.   The Corporate Director provided an update on the Civil Service People Survey completion rate. The board noted there had been a 10% increase on completion rates on last year and highlighted that this was a testament to everyone's hard work in the last year.

40.   The board noted the timeline for results and the activities planned for 2020.

41.   The Business Development Director provided an update on the recent Big Picture events.   The board noted that 672 colleagues attended the sessions, which received very positive feedback.

42. The board noted the key themes and next steps and commented that it was wonderful to see such a massive change from last year, which reflects the cultural change at RoS and congratulated everyone involved.

Papers for Noting

43. Governance Risk Discussion Tracker – the board noted the risk discussion tracker and agreed that risk 12 had been covered during discussions at this board meeting. (*RoSBrd2019/11/10*)

44. RoS A-Z of Policies – the board noted the RoS A-Z of Policies. (*RoSBrd2019/11/11*)

Board Observer Feedback

45. Andrew Harvey advised that there was positive, engaged and thoughtful discussion throughout the day with plenty of space on the agenda for discussions and greater clarity included in the papers on the board ask.

46. Andrew highlighted that there was really good discussion around the ARC meeting, which demonstrated the value of the link between the two groups.

47. Andrew highlighted that it was helpful to bring a strategy discussion, such as around fees, to the board at such an early stage, allowing a healthy debate and extraction of the best thinking, using the board in exactly the right way.

48. The board thanked Andrew for the constructive feedback.

Any Other Business

49. No other business was discussed.

Date of Next Meeting

50. The board noted that the next meeting was scheduled to take place on 25 February 2020.