



RoS Board Minute of Meeting 13/14 September 2022 Teams	
Chair	Jennifer Henderson, Keeper of the Registers of Scotland
Present	Janet Egdell, Accountable Officer Billy Harkness, Corporate Director Kenny Crawford, Business Development Director Chris Kerr, Registration and Policy Director Andrew Harvey, Non-Executive Director/ARC Chair Andrew Miller, Non-Executive Director Mhairi Kennedy, Non-Executive Director Elaine Melrose, Non-Executive Director Asim Muhammad, Non-Executive Director
In attendance	Chief Finance Officer (HB) Audit Scotland Audit Director (CG) – items 1 - 7 Head of People and Change – items 9, 13, 22 & 24 Head of BIA (CG) – items 9 & 13 Head of Service Design (HB) – item 9 Head of Risk and Information Governance (AR) – item 11 Head of Corporate Communications (NRH) – item 13 Project Manager (HM) – item 13 Project Manager (DC) – item 13 Benefits Manager (BI) – item 13 Head of External Communications and Engagement (JG) – item 13 Agile Coach (JN) – item 13 PCS Representative (SW) – item 13 Gartner Analyst (PS) – item 22 Gartner Senior Executive Partner (IM) – item 22 Head of Customer Experience (IM) – items 22 - 24 Head of Product (SB) – items 22 – 24 Head of Policy and Legal (AG) – items 22 – 24 Head of Procurement and Estates (EM) – items 22 – 26 Lambert Smith Hampton Director (RF) – item 26 Lambert Smith Hampton Director (CM) – item 26
Apologies	None
Secretariat	Head of Secretariat (LM) Temp Head of Secretariat (Maternity Cover) (ML)

**Introduction, apologies, and declaration of interests**

1. The Keeper welcomed attendees to the June Board meeting and thanked attendees for accommodating the short notice move to a fully virtual meeting, due to the events ongoing in Edinburgh following the Death of Her Majesty The Queen.
2. A warm welcome was extended to the Audit Scotland Audit Director, who joined the morning to present her Audit Report and witness the approval of the Annual Report and Accounts.
3. The Keeper highlighted that the next two days marks the Head of Secretariat's last Board meeting before she heads off on maternity leave and the Board were introduced to the individual who would be providing maternity leave cover for the next 14 months.
4. No apologies were received.
5. No declarations of interest were made. The Board were reminded that the Head of Secretariat would be reaching out for annual updates to Registers of Interests throughout September.
6. Asim Muhammad, Non-Executive Director, agreed to be the Board observer.

Agenda items to be taken in Private (RoSBrd2022/09/01)

7. The Board agreed the transparency recommendations, as outlined in the supporting paper.

Minute of the Previous Meeting (RoSBrd2022/09/02)

8. The minute of the Board meeting of 14 June 2022 was accepted as an accurate reflection of the meeting.

Action Log (RoSBrd2022/03/03)

9. The Board agreed that the following actions are now closed:

4945, 5180, 5215, 5217, 5218, 5219, 5220, 5221, 5222.

10. The Board agreed that the following actions are ongoing:

4946, 5104, 5105, 5108, 5113, 5181, 5216.

11. The following new actions were opened during action log discussions:-

Action – Corporate Director to provide 6 monthly updates on IR35 out of committee to NXDs, in order to give NXDs confidence that we are making



the requisite amount of progress on delivering against associated actions.

Action – Keeper and Corporate Director to consider providing cyber awareness training at a future Board and consider how we may wish to use peers to cross check maturity in this area.

Audit and Risk Committee Annual Report (RoSBrd2022/09/04)

12. The Keeper invited the Audit and Risk Committee (ARC) Chair to introduce the ARC Annual Report.

13. The Board noted that there had been no change in membership of the Committee in the last year, however, a recruitment campaign was ongoing to appoint a fifth member off ARC to take office from 1 November 2022, with a view to provide a degree of continuity in the years ahead.

14. The ARC Chair highlighted his thanks to the internal audit team for the work that they have done in the last year, and it was highlighted that the committee have complemented this work by establishing a good process of seeking other sources of assurance throughout the year as well.

15. The Board noted that Deloitte had been appointed as RoS's new external auditors from April 2023 and the ARC Chair highlighted the committees thanks to Audit Scotland for their challenge and contribution to RoS's work over the years, which has been extremely helpful.

16. The Keeper thanked the ARC Chair for the update.

Audit Scotland Update (RoSBrd2022/09/05) & (RoSBrd2022/09/06)

17. The Audit Scotland Audit Director presented the 2021-22 Annual Audit Report Covering Letter and 2021 - 22 Draft Annual Audit Report to the Board, drawing members attention to key aspects outlined in the report.

18. The Audit Scotland Audit Director praised colleagues at RoS, and in particular the RoS Finance Team, for all the support during their time as our external auditors, particularly the support received during hybrid working, which has been very much appreciated.

19. The Board had a discussion around value for money and noted that there was a wider question posed during the Keeper's recent parliamentary committee appearance regarding how we demonstrate value for money, even if the value is not directly to RoS, but there is value further upstream within the wider ecosystem. The Board asked the Audit Scotland Audit Director if she has any examples where value indicators have been developed well in other organisations and she agreed to take an action away to think through examples that can be shared to assist RoS to move forward.



Action - Audit Scotland Audit Director to consider organisations where value indicators have been developed well and share best practice examples with RoS.

20. The Board agreed that the timing of the Keepers parliamentary committee appearance was unfortunate, with the Annual Report and Accounts and Audit Scotland Annual Audit reports for 21-22 about to be published and therefore the Keeper was answering questions on information that was a year out of date. The Board noted that the Keeper would draw the committee's attention to the 21-22 reports as part of her follow up correspondence and would suggest that it may be helpful to host an appearance after these reports have been published in future years.

21. The Board questioned whether it considered any areas within the Audit Scotland report that they would like to task the ARC with keeping under review in the year ahead, in order to address ongoing concerns and the Keeper agreed an action for the ARC Chair to consider this further.

Action – ARC Chair to identify areas within the Audit Scotland Annual Report that ARC are to keep under review in the year ahead on behalf of the Board and the Keeper.

22. The Board thanked the Audit Scotland Audit Director for the comprehensive report and praised Audit Scotland, the RoS Finance team and the Accountable Officer for their hard work to complete this.

Annual Report and Accounts 2021/22 Final (RoSBrd2022/09/07)

23. The Board endorsed the signing of the Annual Report and Accounts 2021-22 by the Keeper and the Accountable Officer as drafted and thanked all those involved in producing such a comprehensive report.

24. The Keeper thanked the Audit Scotland Audit Director for attending the Board this morning and also expressed her gratitude to Audit Scotland for their support and guidance over the years during their time as our external auditors.

Board Performance Monitoring (RoSBrd2022/09/08)

25. The Keeper welcomed the Head of BIA, Head of People and Change and Head of Service Design to the meeting and the Keeper and Accountable Officer introduced the paper.

26. The Board noted the financial pressures ongoing in the background and suggested it would be helpful to review project activity and identify which activities will accelerate our ability to clear the long-standing open casework and prioritise these activities to fully deliver the benefit. The Board agreed it would also be helpful to do wider scenario planning around our finances and ongoing projects to assess the impact of pausing activities for a period of time, on our finances and the delivery of benefits.



Action – EMT to conduct scenario planning around all projects to assess any impact on finances and delivery of benefits due to a delay in delivering. In addition, EMT should identify which activities should be prioritised in order to accelerate our ability to clear long standing open casework.

27. The Board agreed that we should ensure we have a robust plan for how we retrain people onto other areas as and when processes are automated. In addition, a robust plan should be in place regarding how we can switch resource onto long standing open casework when we see signs of a housing market slow down, in order to maximise a positive return. It was stressed that RoS needs to be agile enough to have actions ready to go if needed, based on a range of scenarios that may present themselves.

Action – EMT to create a robust plan for how to retrain people onto other areas as and when processes are automated and also, how we can switch resource onto long standing open casework in the event of a housing market slow down.

28. The Board highlighted that decisions may need to be made quickly and the Keeper and Accountable Officer should consider how EMT engage Board input ahead of making decisions, should decisions need to be made between Board meetings.

Action - Keeper and Accountable Officer to consider how EMT engage Board input ahead of making decisions, should decisions need to be made between Board meetings.

29. The Keeper thanked the Head of BIA, Head of People and Change and Head of Service Design for attending and encouraged Board members to send any more detailed questions or comments on the performance report to her via email to be answered outwith committee.

Audit and Risk Committee Quarterly Update (RoSBrd2022/09/09)

30. The ARC Chair presented the ARC Quarterly Update to the Board.

31. The Board noted the outcome of the internal audit into RoS's Grow Our Own (GOO) programme and stressed the importance of capturing decisions made in an agile way. Mhairi Kennedy offered to have a discussion with the Accountable Officer offline if it would be helpful.

32. The ARC Chair highlighted that the internal audit on GOO had a number of recommendations and the ARC would be closely monitoring the delivery of the associated actions and would report back to the Board on the recommendations around project governance to provide assurances that work is ongoing to strengthen these areas.

33. The Board noted from the performance paper that there were a number of vacancies across HR and Digital and expressed concerns about the ability of these areas to deliver all that was expected in this financial year whilst being



under resourced. It was suggested that now may be a good time to review project activities and get a sharp focus on the delivery of business-critical items and the Board noted that the quarter 2 reviews will look critically at where the gaps are and where the focus needs to lie. The Keeper and Corporate Director also agreed to discuss this further outwith the meeting.

Action – Keeper and Corporate Director to consider what HR need to deliver most critically throughout this financial year and what additional support the HR team needs to deliver whilst being under resourced.

34. The Board agreed that it may be helpful for the Corporate Director and Accountable Officer to consider a future options paper for the Corporate Services function to a future Board and it was noted that the future requirements should become clearer in the months to come.

Action - Corporate Director and Accountable Officer to consider bringing a future options paper for the Corporate Services function to a future Board.

35. The Board noted the paper and approved the updated ARC Terms of Reference.

36. The Keeper thanked the ARC Chair for the updates.

Key Risk Register Reporting by Exception (RoSBrd2022/09/10)

37. The Keeper welcomed the Head of Risk and Information Governance to the meeting.

38. The Board questioned whether risk 6 (uncertainty of the future business model) should be being treated, rather than tolerated, as currently reporting. The Keeper highlighted that work is ongoing to actively treat this risk, so it may well be an error. The Head of Risk and Information Governance agreed to investigate this offline and will report back to the Board.

Action – Head of Risk and Information Governance to consider whether risk 6 (uncertainty of the future business model) should be recorded as being treated, rather than tolerated and report back to the Board.

39. The Board highlighted the importance of keeping a close eye on the financial health risk, noting that this may at some point turn into an issue rather than a risk, as the financial position and related assumptions become clearer.

40. The Board questioned whether we were being overly optimistic that we will get to where we want to on the people and change agenda and it was noted that the ARC has been asked to do a deep dive into people and change in September, with a particular focus on deliverability and timescales, and the results of this deep dive would be reported back to the Board at the December meeting.



41. The Keeper thanked the Head of Risk and Information Governance for the update.

Corporate Plan Workshop (RoSBrd2022/09/11)

42. The Keeper welcomed the Head of People and Change, Head of Corporate Communications, Corporate Plan Project Managers, Benefits Manager, Head of External Communications and Engagement, Agile Coach and the PCS Representative to the meeting.

43. The Board participated in the facilitated workshop and noted that the outcome of discussions would be presented back to the Executive Management Team and then back to the December Board. The Board were encouraged to share any further reflections via email after the meeting if required.

44. It was agreed that the 2024 vision paper on what we expect digitisation to deliver should be circulated to NXDs for information.

Action – Keeper to circulate the 2024 vision paper on what we expect digitisation to deliver to NXDs for information.

45. The Keeper thanked everyone for attending and for the team's hard work in guiding the Board through the workshop.

Board Effectiveness Review Results (RoSBrd2022/09/12)

46. The Keeper introduced the Board Effectiveness Review results paper, and it was agreed that rather than discuss the areas for consideration in detail during the meeting, the Keeper should consider what she would like to be implemented over the year ahead, and how, in order to improve Board effectiveness and a proposal should be brought to the December Board meeting for consideration.

Action – Keeper to review the Board effectiveness review areas for consideration and present a proposed plan of action to the December Board for further discussion.

Board Terms of Reference (RoSBrd2022/09/13)

47. The Board approved the updated Board Terms of Reference as drafted.

Papers for Noting

48. The Board noted the Governance Risk Discussion Tracker. (RoSBrd2022/09/14)

49. The Board noted the Strategic Workforce Plan Backbrief, and it was stressed that a plan should be created based on current assumptions, with the flexibility to change and adapt as assumptions change. (RoSBrd2022/09/15)

50. The Board noted the Data Strategy Backbrief. (RoSBrd2022/09/16)



51. The Board noted the Customer and Stakeholder Engagement Strategy Backbrief. (RoSBrd2022/09/17)

52. The Board noted the WIIP Assessment Report (RoSBrd2022/09/18)

Items to be Delegated to the Audit and Risk Committee

53. The Board questioned whether it would be helpful for ARC to do a deep dive into financial health, however, it was agreed that further thought was required to the definition of this deep dive, in order to ensure that an ARC review would add value, rather than duplicating Board effort. The Accountable Officer agreed to take this away to consider further.

Action – Accountable Officer to consider the merit and definition of an ARC deep dive into financial health, ensuring it does not duplicate Board effort if it does go ahead.

Board Observer Feedback

54. The Keeper invited Asim Muhammad, Non-Executive Director, to provide Board observer feedback.

55. Asim highlighted that the meeting was Chaired well, with good questioning and challenge from all Board members. Asim commended the papers for this meeting, noting that they were clear, concise, circulated on time, easy to consume and that the separating of papers for noting out of the main pack continues to work well.

56. Asim observed that NXDs asked EMT Board colleagues a lot of questions on the papers during the meeting and suggested that questions could be submitted in advance in order to allow them to be answered ahead of the meeting, or as part of the presentations and therefore making best use of Board time during the agenda slots available.

Action – Board Secretary to encourage NXDs to email the Keeper with any specific questions relating to Board papers in advance of the Board meeting when circulating the December Board papers.

57. Asim highlighted that there was a mixture of agenda items across the day, some requiring NXD challenge to EMT decision making and some wider strategy shaping discussions and it was agreed that it would be helpful to make the type of discussion clear on future agendas, so the Board know what to expect.

Action – Board Secretary to make it clear on future Board agendas whether agenda items are seeking NXD challenge, or collective strategy shaping.

58. The Keeper thanked Asim for his feedback and agreed to implement the actions stated above in order to improve Board effectiveness going forward.

**Be a Future Focused Organisation (RoSBrd2022/09/19)**

59. As part of the Board development, the Board attended a Gartner Analyst Session which focussed on how to be a future focused organisation. It was agreed that the PowerPoint slides used for this session should be circulated to attendees.

Action – Corporate Director to arrange for the Gartner Analyst Session slides to be circulated to the colleagues that attended this session.

**What will it take for RoS to succeed in potential future scenarios
(RoSBrd2022/09/19)**

60. As part of the Board development, the Keeper hosted a workshop focussing on what it will take for RoS to succeed in potential future scenarios.

Developing an Estates Strategy in a hybrid world (RoSBrd2022/09/19)

61. As part of the Board development, the Board attended a session hosted by Lambert Smith Hampton, which focussed on developing an Estates Strategy in a hybrid world.

62. The Board agreed that it would be helpful to have a more detailed discussion on hybrid working at the December Board in order to allow us to build an estates strategy upon a clarified hybrid working approach.

Action – Board Secretary to add a Hybrid Working discussion to the December Board agenda.

63. Lambert Smith Hampton asked a series of questions on the fitness for purpose of RoS's current accommodation, and it was agreed that EMT should consider these questions out with the Board meeting, seeking NXD input where required.

Date of Next Meeting

64. The next Board meeting will take place on 13 December 2022 at Meadowbank House, Edinburgh.