



RoS Board	
Minute of meeting	
25 February 2020	
St Vincent Plaza, Glasgow	
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 Shrin Honap, Non-Executive Director (via Skype) Andrew Miller, Non-Executive Director
In attendance	Head of Finance Enterprise Risk Manager – item 6 Head of Customer Experience (IM) – item 8 Head of Communications (NRH) – item 11 Head of People and Change (SW) – item 13 Head of Organisational Development (LM) – item 13
Apologies	None
Secretariat	Head of Secretariat (LW) Secretariat Modern Apprentice (BA)

Introduction, apologies and declaration of interests

1. The Keeper welcomed everyone to the February RoS Board meeting. No apologies were received.
2. The board noted that Deepa Mann-Kler, Andrew Miller, Andrew Harvey and Shrin Honap all had new non-executive director appointments with other organisations and would therefore update their Register of Interests accordingly.
3. The board noted that this meeting was being used as a pilot for the proposed approach to increased transparency, which includes publishing board papers alongside their respective minutes, which are currently published. The board noted that the project intend to publish the papers from this meeting, subject to the success of the pilot and necessary governance reviews at the Business Portfolio Board and Executive Management Team meetings.



4. The Keeper highlighted that she would be keen to offer opportunities for individuals to shadow the RoS board as part of their performance development. The board agreed that as long as there was a clear set of objectives and value in attending then they would be supportive of this approach.

5. Deepa Mann-Kler agreed to be the Board observer.

Agenda items to be taken in Private.

6. The board discussed the papers that would be made publically available following this meeting and agreed that item 5 (Audit Update) and item 8 (Draft Corporate Plan) should be taken in private. Fuller reasoning for these decisions can be found at the associated minute below.

Minute of meeting previous meeting (RoSBrd2020/02/01)

7. The minute of the meeting of 27 November 2019 was accepted as an accurate reflection of the meeting.

Action Log (RoSBrd2020/02/02)

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

3992, 3997, 3998, 4071, 4072, 4074, 4075, 4077

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

3872, 3874, 3980, 3985, 4070, 4080

Audit Update (RoSBrd2020/02/03)

10. The Audit and Risk Committee (ARC) Chair provided an update on the ARC meeting that took place on 10 February 2020. The board noted that Audit updates to the board would be taken in private going forward. It was agreed that approved minutes from the ARC would be published alongside the board paper pack going forward, however, on this occasion, as the writing for publication approach hadn't filtered down to ARC yet, the minutes would also be taken in private, with a view to writing these in line with publication guidance going forward.

11. The board noted that the main agenda items were the draft internal audit plan for 2020/21, the Audit Scotland external audit plan and timetable for 2019/20, the assurance framework and the Committee's annual review of policies.

12. The board noted that the ARC received a demo of the new risk assurance framework system and felt assured that the system is driving the right conversations and embedding the right culture in RoS and risk owners are proactively managing their risks.



13. The board noted that no internal audit reports were ready in time for the last ARC meeting, resulting in a large volume of work due to be reviewed at the final meeting of the financial year. The ARC have arranged an extraordinary phone call outwith the ARC meeting schedule to give the reports the necessary time for discussion.

14. The board noted that the internal audit plan for 2020/2021 was reviewed at the meeting and the ARC were generally satisfied with the proposed areas for review, however, were disappointed to note the lack of detail which could be provided on the scope and purpose for each review, either in the draft plan itself or during discussion at the meeting. As a result, the Committee has asked for a substantially enhanced plan to be brought back to the next meeting. It was agreed that an update on the draft plan and end year internal audit reports should be provide at the August Board.

Action – ARC Chair to report progress on the internal audit plan for 2020/2021 and internal audit reports for 2019/20 at the August board.

15. The board noted that the ARC carried out its annual review of effectiveness and identified a number of areas for improvement.

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

Risk Update (RoSBrd2020/02/04)

17. The Head of Enterprise Risk Management joined the meeting to provide the risk update. The board noted the latest risk position at annex 1 and it was highlighted that these risks would be reviewed with the Board and ARC members at the upcoming risk workshop in May.

18. The board noted that a 'route to green' phrase has been used, however, noted that this is misleading where the target score is amber and agreed that 'route to target' would be a more appropriate phrase to use.

19. The board agreed that the table at annex 1 required some work to add context to the headlines when being reviewed in isolation.

20. The board highlighted that regular visibility of the numbers was important when considering the financial risks and suggested that the NEDS should receive regular summaries of the financial position.

Action – Keeper to consider the rhythm of NED updates outwith board meetings and link in with NEDs to consider what would be useful to see in a monthly update (in addition to the financial position) and what level of covering note would be needed alongside any summary.

21. The board questioned the LRC target score and noted that internal thinking will have progressed in time for the risk workshop in May and risk treatment and target will be reviewed more fully at the workshop.



22. The board thanked the Head of Enterprise Risk Management for the update.

RoS Framework Document (RoSBrd2020/02/05)

23. The Keeper presented the RoS Framework Document update.

24. The board noted that the framework document included in the papers was in the process of being revised and the final version would be published on the RoS website in due course.

25. The board suggested that the language at paragraph 40 could be softened to state “RoS is responsible for the terms and conditions of its staff including ...”.

26. The board reviewed the board terms of reference included in the framework document and agreed the following changes:-

- the number of NED attendees in the quorate section should be increased from one to two
- “members need to be present” should be updated to state “in person or via suitable connectivity” to ensure a board member joining by skype/phone is considered to form part of the quorate.
- “a minimum of six members” to be updated to state “a minimum of half”

27. The board noted that the next steps are to share the framework document with Scottish Government Finance, Scottish Government Public Bodies Unit, Director General for Organisational Development and Operations and the Lord President for comment, before being sent to our Minister for final approval and publishing on our website thereafter.

Corporate Plan and Budget (RoSBrd2020/02/06)

28. This paper was taken in private as the final version will be shared in the public domain in April 2020.

29. The Accountable Officer introduced the paper and thanked board members for the comments received at the Corporate Plan workshop in January. The board noted that large spend items detailed in the corporate plan were included as approved in principle, however, larger items would still require to be reviewed by EMT and the Board as necessary at the appropriate times.

30. Janet provided an overview of what has been done to come in on budget in the current corporate plan, which included; reducing ambition of ‘grow your own’, careful budget management, increased focus on the arrear, increased consideration around recruitment and slow down on the smart working refurbishments. The board also noted that a fee increase is another way of creating financial sustainability, however, we are continuing to look into other options available that may not be obvious to us at the moment.



31. The board highlighted that the first page made mention of public registers, however, didn't make any mention of land and property and it was agreed that a live link to the purpose page on the RoS website would be included in the foreword for clarity.

32. The board noted that an executive summary of the corporate plan would be created to assist managers in setting objectives and sending consistent messages around the impact of reclassification and areas for priority.

33. The board noted that 2024 is still the deadline for Land Register Completion (LRC), however, innovative thinking is required to achieve this given the recent budget constraints.

34. The board agreed the document reads well and were pleased to see that 'do, consolidate and create' was being kept in this version. The board also agreed that the KPIs were succinct and read well. The board suggested that it would be helpful to link the corporate plan to previous investments to justify the spend and track the benefits including risk reduction investment to prevent future costs.

35. The board noted the budget position outlined in the paper and agreed it would be helpful to have a financial strategy discussion at a future board which includes any financial risk and degree of certainty around the numbers.

36. The board noted that there would be a corporate plan review in 6 months' time and the corporate plan would be shared with PCS in advance of publishing and included on future partnership forum agendas as best practice for partnership working.

37. The board thanked Janet for the update.

Review of KPI Data (RoSBrd2020/02/07)

38. The board noted the latest internal KPI dashboard. It was highlighted that a simplified external version was already made publically available on the RoS website.

Financial Delegations 2020 (RoSBrd2020/02/08)

39. The board approved the financial delegations outlined in the paper, however, suggested that controls may need to be reviewed should there be a housing market crash. The board noted that delegations were reviewed quarterly and would consider impacts such as a housing market crash.

Transparency Project Update (RoSBrd2020/02/09)

40. The board welcomed the Head of Communications to the meeting, who talked through the paper on the transparency project work to date.



41. The board noted the update, as detailed in the paper and agreed that great progress has been made. The board agreed it was reassuring to see that the project are looking to be as transparent as possible and highlighted it will be interesting to see the website analytics at the appropriate time after items, including board papers, have been published externally, in line with the latest model publication scheme.

42. The board thanked the Head of Communications for the update.

NED Private discussion with PCS

43. The Non-Executive Directors had a private discussion with PCS over lunch.

Invest in Our People Deep Dive (RoSBrd2020/02/10)

44. The board welcomed the Head of People and Change and Head of Organisational Development to the meeting. It was agreed that Annexes C, D and E of this paper would be withheld from publication due to personal/sensitive data contained within.

45. The board reviewed the people metrics detailed at Annex C and discussed what kind of data they would find helpful in a dashboard like this. The board agreed that the detail presented in the current dashboard appeared to be quite fixed over a long period of time and agreed it would be helpful if the HR data could link into dashboards being collated elsewhere, such as quality data, productivity information and unit costs, allowing analysis around unit cost of production vs productivity, or training invested vs productivity etc.

46. The board stressed the importance that any dashboard produced must add value and be used by the board and senior management team. It was agreed that if a dashboard isn't adding value it would be a waste of people's time and energy to create it.

47. The board noted that a diversity strategy was being worked on and would be brought to a future board for discussion. The board agreed that any strategy brought to the board for discussion should be accompanied by clear metrics on how we would evidence successful delivery of the strategy.

48. The board reviewed the recent CSPS results and discussed the high level themes emerging from the results. The board noted that two way engagement would be used through Townhalls and polls to agree what action needs to be taken corporately that would make a positive impact on business. It was noted that pulse surveys would also continue throughout the year.

49. The board took part in a values workshop, as detailed in the paper.

50. The board thanked the Head of People and Change and Head of Organisational Development for attending the meeting.

Papers for Noting



51. The board noted the Governance Risk Discussion Tracker (RoSBrd2020/02/11)

52. The Board noted the Audit and Risk Committee Minutes November 2019 (RoSBrd2020/02/12) – it was agreed that this paper would be taken in private as writing for transparency had not filtered beyond the board yet and the minutes contained personal data.

Board Observer Feedback

53. Deepa Mann-Kler provided a brief overview of the PCS discussion with NEDs that took place over lunch and the board agreed it would be helpful to have a partnership working update at a future board to review the working relationships following the signing of the partnership agreement earlier in the year.

54. Deepa highlighted that skype worked well and she was impressed with the quality of the video and sound. Deepa felt that the Chair did a good job to highlight actions and articulated decisions clearly throughout the meeting.

55. Deepa highlighted that the board adopted the transparency value fully throughout the meeting, which is a positive commitment. Deepa also enjoyed the deep dive and small group working, which she highlighted helps to build relationships and is a positive and engaging way of working.

56. Deepa suggested there were some areas for improvement around time keeping and the Chair should have confidence in bringing discussion to a conclusion where appropriate.

57. Deepa suggested that it would be helpful to temperature check the ARC update before setting Board agenda timings to ensure that this slot is afforded due time for conversations where required.

58. Deepa highlighted that the Chair may wish to invite more comments from executive colleagues as well as NEDs, as it is interesting for the NEDs to hear EMT views.

59. Deepa suggested that where powerpoint slides are being used it would be helpful to circulate them in advance to allow time for board members to digest and feedback.

60. Overall Deepa thought it was an ambitious agenda, but well balanced and on time by the end and she felt the meeting overall was collegiate, challenging, professional and fun.

61. The board thanked Deepa for the constructive feedback.

Any Other Business

62. No other business was discussed.



Date of Next Meeting

63. The board noted that the next meeting was scheduled to take place on 06 May 2020.