



RoS Board Minute of Meeting 14 December 2021 Teams Meeting	
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) Internal Consultant (KF) – item 6 Head of Service Design (HB) – item 6 Head of People and Change (SW) – item 6 Head of Corporate Communications (NRH) – item 6 Strategic Planning Manager (WG) – item 6 Head of Customer Experience (IM) – item 6 Strategic Workforce Planning Lead (CS) – Item 6 Head of Programme Management Office (JM) – item 6 Head of BIA (CG) – items 8 - 10 Head of Risk and Information Governance (AR) – item 11
Apologies	None
Secretariat	Head of Secretariat (LM)

Introduction, apologies and declaration of interests

1. The Keeper welcomed everyone to the December Board meeting and noted that all hybrid working experiments had been paused due to the latest government guidance encouraging home working.
2. No apologies were received.
3. No declarations of interest were made.
4. The Registration and Policy Director agreed to be the Board observer.

Agenda items to be taken in Private.

5. The Board agreed that the following items would be taken in private: -



RoSBrd2022/03/02

- Item 5 - Audit Update - Take in Private - Audit and Risk Committee business is not considered appropriate for general publication other than the minutes of the meetings, once approved (see 16.9). The covering paper for the Board may contain confidential information.
- Item 6 - Corporate Plan 2022 – 2027 Forward Look. Incl. Strategic Workforce Plan & 2024 Roadmap Update - Take in Private - Ability to have free and frank discussion, developing policy position, which will subsequently be published.
- Item 8 - 6-Month Corporate Plan Review - Take in Private - Ability to have free and frank discussion, developing policy position, which will subsequently be published.
- Item 9.1 - KPI Data -Take in Private - Ability to have free and frank discussion, developing policy position, which will subsequently be published.
- Item 9.2 - People Dashboard - Take in Private - Ability to have free and frank discussion, developing policy position, which will subsequently be published.
- Item 9.3 - Finance Update -Take in Private - Ability to have free and frank discussion, developing policy position, which will subsequently be published.
- Item 10 - KPI, Finance & People Reporting by Exception - Take in Private - Ability to have free and frank discussion, developing policy position, which will subsequently be published.
- Item 11 - KRR Reporting by Exception - Partly Publish - The cover paper, Annex 1 and Annex 3 will be published. Annex 2 to be taken in private due to sensitivities - (Cyber Resilience key risk update).
- Item 16.7 - Options to pursue recovery of losses following breach of Keeper's warranty -Take in Private - Section 30: Prejudice to effective conduct of public affairs: The paper constitutes advice to RoS on the legal basis and processes with regards to commencing legal action to recover financial losses following a claim under the Keeper's warranty and the basis for doing so following recent frauds. It constitutes policy formation on this sensitive issue and its disclosure could inhibit the free and frank provision of advice.

Minute of the Previous Meeting (RoSBrd2021/12/01)

6. The minute of the meeting of 14/15 September 2021 was accepted as an accurate reflection of the meeting.

Action Log (RoSBrd2021/12/02)

7. The Board agreed that the following actions are now closed.

4648, 4841, 4930, 4931, 4932, 4933, 4944 & 4948

8. The Board agreed that the following actions are ongoing.

4838, 4945, 4946, 4947 & 4949



Audit and Risk Committee Update (RoSBrd2021/12/03)

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

10. The Board heard that SG DIAA completed a review of RoS's HR Management Development Programme in June 2021. The audit found that the design, roll out and impact of the programme reflected good practice and there were three recommendations made which have been accepted by management in full and expect to be addressed by December 2021. Additionally, the HROD team is planning further work to evaluate the impact of the programme, in respect of its longer-term objectives and the ARC has asked to see the outcomes of this work, in order to form a view on the impact this intervention has had in management capability in RoS.

11. The Committee also received the report of SG DIAA's review of data management which received an overall level of assurance of reasonable, with three high and five medium risk actions, which were all accepted in full by management, however, the Board noted there was a difference of opinion between the audit team and functional management team about the urgency of action. It was highlighted that the Accountable Officer and Chief Data Officer had been asked to review the responses and report back to the ARC for comment at the next meeting. The Board expressed concerns about the number of high and medium risks actions, without knowing the detail behind them, however, were reassured to hear that the data management review covered three areas, namely, data licensing, information asset register and the data warehouse and the actions were spread throughout the three areas and the report identified a number of areas of current good practice at RoS. It was agreed that if any audit reports had high risk actions, the Audit Chair should add a sentence to the quarterly report stating what they are, in order to provide visibility to the Board and give them an opportunity to ask more about them.

Action – ARC Chair – to share a summary of the high risk actions detailed within the HR Management Development Programme and Data Management Audit reports with the Board, and include a summary of any high risk actions identified in audit reports all future Board update papers.

12. The Accountable Officer reminded Board colleagues that we deliberately ask Internal Audit to look at areas of concern and we would therefore expect a number of high or medium risk actions to arise in these areas, stressing that we would not want to become risk averse on what we choose for internal audit for fear of high risks arising. It was agreed that the new addition to the Board reports on any high risks would allow the Board to have greater visibility of where the risks lie and to get assurances around how we are seeking to improve in these areas.

13. The Board agreed that the data management audit report could be shared with Mhairi Kennedy to support the conversations she is having with the Chief Data Officer.

Action – Board Secretary – to share the data management audit report with Mhairi Kennedy



14. The Board noted that the ARC annual effectiveness review had been delayed from November and will take place in the New Year. The outcomes of this review will be reported to the Board in due course.

15. The Board heard an update from the Registration and Policy Director on the difference between property Fraud in England and Scotland and were reassured to hear that Scotland operate deferred indefeasibility (rather than immediate indefeasibility), meaning that if you live in your house (i.e. you have possession), you can't lose your property if you have been removed from the title sheet through fraud. If you don't live in your house (i.e. someone else has possession), you are extremely unlikely to lose your property in the case of fraud under Scots Law. Any good faith purchaser would get full monetary protection. The Board noted that RoS are part of the 5 registries fraud working group and new variants of potential fraud risks are discussed at that group.

16. Finally, The Board expressed concerns that the effectiveness of the internal auditors has been under review for some time now with no significant improvement being reported and looked forward to a further update at the March Board.

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

Corporate Plan 2022 – 2027 Forward Look Incl. Strategic Workforce Plan & 2024 Roadmap Update (RoSBrd2021/12/04)

18. The Keeper welcomed the Internal Consultant, Head of Service Design, Head of People and Change, Head of Corporate Communications, Strategic Planning Manager, Head of Customer Experience, Strategic Workforce Planning Lead and Head of Programme Management Office to the meeting.

19. The Board noted that the Corporate Plan work had been established as a project this year and the project were seeking steer and insights from the Board in order to shape the Corporate Plan, with a view to bringing a more detailed version to the long-term planning workshop in January for further discussion.

20. The Board reviewed the purpose, vision, values and statutory duty. It was suggested that the project should consider adding respectful as a value. The Board also highlighted that in thinking about our horizon to 2027, we need to consider at what point our vision will become our reality and what are the pivot points over the five-year period where the corporate plan needs a more thorough refresh. The Board agreed that the current vision still felt valid for this year, however, the project should review the assumptions and consider when, within the 5-year plan, we feel the current vision will have been achieved and what conditions need to be met for a thorough refresh of the corporate plan and vision to happen.

21. The Board considered the priorities for the first 12 – 18 months of the corporate plan and were generally content, although looked forward to seeing the detailed KPIs that sit behind them at the workshop in January. The Board



suggested that there could be a priority or internal measure added to ensure RoS break even on the finances, highlighting that there would need to be a clear caveat that it is subject to market demand. The Board also stressed the importance of demonstrating clearly how the priorities align to the vision and strategy, highlighting that the link should be specified, not assumed.

22. The Board reviewed the proposed strategic objectives. The Board agreed that the land register completion objective should be amended to state, “*Realise the benefits* of a complete land register by 2024 and provide transparent, accurate and impartial information for all”. The Board noted the challenges with achieving an absolutely complete land register and suggested shifting away from using ‘complete’ in the language being used and perhaps move to ‘comprehensive’, or something similar.

23. The Board discussed strategic objective 5 and noted the intention of this objective is to ensure all colleagues can clearly see how their work aligns to the corporate plan, however, the Board highlighted that it would be difficult to align the priorities and measures specifically to this objective.

24. The Board discussed strategic objective 6 and suggested it felt more like a guiding principle, rather than an objective and again, it would be difficult to align priorities and measures specifically to this objective. The Board looked forward to discussing these objectives further at the workshop in January.

25. The Board discussed the proposed KPIs and were supportive of the shift from service standards to 35 days being the norm across all products, with exceptions being delivered within a bespoke timescale mutually agreed with the customer. The Board also suggested adding to the narrative of the Corporate Plan how we contribute to the Scottish economy and how we measure that. The Board looked forward to seeing the detailed KPIs at the January workshop.

26. The Board received a demonstration of the roadmap tracker and commended the team for the work that has taken place to create this. It was noted that the intention would be to use this tool for Board reporting next year and Non-Executive Directors would be provided with access to a surface level view with a look up list of the ticket numbers and colour coding key, in order to focus discussions. It was agreed that there should be a standard roadmap reporting by exceptions paper added to future Board agendas, which details which items are offtrack, what is being done to get them back on track, or which ones need some Board support to identify solutions.

Action – Head of Secretariat – add a standing agenda item for future Board meetings for roadmap reporting by exception.

27. The Board highlighted the importance of demonstrating success to the Board, as well as exceptions, and the Keeper agreed to reflect further on how she can ensure the Board are sighted on more of our successes.

28. The Board noted that the RoS Internal Consultant was leaving to move to a role in the Scottish Government in the New Year and thanked her for her



RoSBrd2022/03/02

contribution to RoS, particularly, most recently in the creation of the Roadmap and driving forward Equality, Diversity and Inclusion action planning.

29. The Strategic Workforce Planning Lead and Head of People and Change provided an update on the Strategic Workforce Plan. The Board were pleased to see this work progressing and were encouraged to hear that there is an understanding that the whole organisation will need to shift as we introduce more automation and progress beyond 2024.

30. The Board highlighted the importance of the cultural change required in the organisation to achieve the Strategic Workforce Plan and suggested that this should be reflected in the plan.

31. The Board agreed that a lot of work is required over the next quarter to assess the effectiveness, or otherwise, of the levers available and it was highlighted that there would be a good discussion with the Board on the assumptions being made as the plan progresses.

32. The Board stressed the importance of having an outward focus on market supply and how that supply environment will change over the next three years. Finally, the Board stressed that this Strategic Workforce Plan was very much an organisation wide plan and must not be perceived to just focus on the changes needed in the registration function. It was also highlighted that leadership succession planning is very much on the radar as part of this plan, and discussions are taking place in the near future around how it might evolve, and how it will support the organisation going forward.

33. The Board thanked the Strategic Workforce Planning Lead and Head of People and Change for the helpful update and looked forward to seeing a first draft of the Strategic Workforce Plan at the March Board.

34. The Board noted the performance assumptions for the corporate plan and were given a demonstration of the modelling tool available. The Board thanked the Strategic Planning Manager for the great demonstration and noted that the actual assumptions being input into the modelling for this corporate plan would be brought to the January workshop for further discussion.

35. The Keeper thanked the Board for the great discussions and the Internal Consultant, Head of Service Design, Head of People and Change, Head of Corporate Communications, Strategic Planning Manager, Head of Customer Experience, Strategic Workforce Planning Lead and Head of Programme Management Office for attending the Board and facilitating a great discussion and looked forward to seeing a more refined plan at the long-term planning workshop in January.

6 - Month Corporate Plan Review (*RoSBrd2021/12/05*)

36. The Board welcomed the Head of BIA to the meeting and the Chief Finance Officer (CFO) provided an update on the 6-month corporate plan review.



RoSBrd2022/03/02

37. The Board noted the delivery against KPIs, the spend position at the end of September 2021 and the full year forecast position. It was noted that staffing costs had tracked downwards due to vacancies and there had been lower spend on compensation. It was also highlighted that capital was higher than expected due to the scoping and discovery costs for the register of moveable transactions.

38. The Board noted the external communications wording for the KPI and 2021-26 corporate plan updates.

KPI Data, Financial Update & People Dashboard (*RoSBrd2021/12/06*), (*RoSBrd2021/12/07*), (*RoSBrd2021/12/08*)

39. The Board noted the KPI and People dashboard updates.

40. The Board noted the Financial Update, and in particular the 2022-23 budget requirements, and the current future year budgeting position that will be used as a baseline position for the modelling work being undertaken for the 2022-27 Corporate Plan.

KPI, Finance & People Reporting by Exception (*RoSBrd2021/12/09*)

41. The Board noted that the Quality of applications has dropped to 92.2%, however targeted intervention has already started to see this KPI improve. It was stressed that the errors identified are only extremely rarely legally consequential.

42. The Board noted that work is ongoing with our HROD team to develop the benefits profile for the roadmap and to identify the measures of success for each of the activities. The Board heard that this work would help to produce more sophisticated and meaningful metrics for people dashboard.

43. The Board noted that the year-to-date financial position was behind the Q2 forecast for the month ending October 2021 due to income performing below plan. Which was as a result of seasonality assumptions not mirroring prior year levels, as staff opted to take more leave than anticipated. The Board questioned whether this impact had been expected by EMT and noted that the number of days leave colleagues could carry over has increased from 9 days to 20 days last year and this financial year, as a result of the pandemic, and this has had an impact. Colleagues have been encouraged to take leave or, if necessary, sell leave in order to make the position more manageable. EMT were aware of the impact it would have and strongly felt this was the right time to encourage colleagues to take leave, given we were ahead of income projections the month prior and we do want to ensure that colleagues are taking breaks from work and looking after their wellbeing.

44. The Board noted the salary costs were going up, but the targets were remaining the same and it was highlighted that there has been an increase in the use of contractors due to needs arising across multiple business areas. The Board asked to see more detail on who the contractors are, where they are



RoSBrd2022/03/02

working, what they are delivering and how that impacts the roadmap delivery and assumptions.

Action – Chief Finance Officer to provide more detail on who the additional contractors are, where they are working, what they are delivering and how that impacts the roadmap delivery and assumptions.

45. The Board suggested that it would be helpful to have a matrix of assumptions ahead of the long-term planning workshop in January, allowing the Board to clearly see the years spanning the corporate plan and the assumptions for each year in order to gain a clearer understanding of the variables across the next five years. It was agreed that in addition to the performance assumptions demonstrated in the morning session, which were unique to RoS, it would be helpful to bring all the other assumptions together and present back to the January workshop. The Board stressed that the assumptions table could be a tool that is used throughout the year to determine, where we haven't delivered, if there is anything we have assumed that that hasn't come to fruition, or where management may have failed to take the necessary action to deliver it.

Action – Accountable Officer – create a matrix of assumptions spanning the 5-year corporate plan cycle, detailing all assumptions, both internal and external to RoS and report it back to the long term planning workshop in January.

46. The Keeper thanked the Chief Finance Officer and Head of BIA for the updates.

Key Risk Register (KRR) Reporting by Exception (RoSBrd2021/12/10)

47. The Keeper welcomed the Head of Risk and Information Governance to the meeting, and he introduced the KRR paper.

48. The Board noted that since the paper had been drafted, the Financial Health Key Risk had reduced the likelihood from medium to low due to the effectiveness of the controls in place, including robust financial management and improved forecast on market activity.

49. The Board welcomed the Cyber Resilience update and looked forward to seeing the lessons learned from the ADARMA report. Board members stressed that RoS should be really clear on business function prioritisation for reinstating business functions in the case of an incident and it was noted that we do have business function prioritisation in our existing business continuity plans, however, work is ongoing to do some deeper analysis as part of the continuous review of effectiveness. The Board noted that the Audit and Risk Committee would be doing a deep dive into the Cyber Resilience ADARMA report in February.

50. Mhairi Kennedy, Non-Executive Director, agreed to speak to the Head of Risk and Information Governance outwith the meeting to share some further guidance on Cyber Resilience. The Keeper thanked Mhairi for her kind offer



RoSBrd2022/03/02

and expressed her gratitude to have Non-Executive Directors with expertise in this area.

51. The Board noted the Risk Management Policy as drafted.

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

IIP Result & Civil Service People Survey (CSPS) Update (RoSBrd2021/12/11)

53. The Corporate Director introduced the IIP paper, and it was noted that the high level CSPS results had been shared with Board members outwith committee.

54. The Board commended RoS for achieving IIP Gold status and stressed that the organisation has come a long way, and this should be celebrated. The Board recognised common themes across the IIP and CSPS results, which was reassuring to see. It was noted that the IIP process is continuously evolving, and the assessor is able to provide context to the feedback received, where the CSPS does not.

55. The Board felt in principle that it would be worth continuing with IIP and reaching for platinum status, stressing that it is recognition for the work that RoS is already doing. However, it was agreed that it would be worth looking at the common areas requiring improvement across both CSPS and IIP and bringing a business case back to the Board in March, which provides more detail around how much effort and investment would be involved and how this work would align to underpinning our strategies around people, places etc. for 2024 and beyond.

Action – Corporate Director to consider IIP further and bring a business case back to the March Board with more details around the investment, effort, and reward.

56. The Board agreed more work was required to eradicate bullying and harassment and foster psychological safety at RoS and noted that an anti-bullying campaign was launched in October, and it is too early to see how impactful this campaign has been just yet.

57. The Board thanked the Corporate Director for the helpful discussions and looked forward to a more in depth look at CSPS and IIP action planning at the March Board.

Big Picture NXD Reflections

58. The Keeper welcomed any reflections from NXDs regarding their attendance at the Big Picture Sessions.

59. The Board heard of four different sessions that NXDs attended, all agreed the sessions felt the right length and were well facilitated. The Board noted that some of the breakout rooms could have benefited from an impartial



RoSBrd2022/03/02

facilitator, as where there is a dominant voice in a group, others didn't appear to have much opportunity to speak. It was noted that the messages seemed to have landed clearly, and whilst there was some challenge, there was a sense of acceptance and nothing new being presented. The NXDs witnessed some peer challenge in the sessions and felt that people were happy to be heard, which they were encouraged to see.

60. The Keeper thanked colleagues for their reflections and highlighted that a fuller discussion on the results of Big Picture, IIP and CSPA will take place at the March Board. It was agreed that the big picture video should be shared with NXDs for viewing if they didn't make it to a session.

Action – Board Secretary - Big Picture video to be shared with NXDs.

Draft Board Skills Matrix (*RoSBrd2021/12/12*)

61. No further feedback was received for the Draft Board skills audit template. It was agreed that the survey would be issued in December for completion by the end of January and the results would be brought to the March Board for discussion.

62. The Board noted that the ARC Chair would consult with ARC members to see if they would wish to complete this survey, noting that it may be a useful tool to inform future ARC recruitment.

63. The Keeper highlighted that the survey would be a snapshot in time and that it is the responsibility of the Board members to keep the Board Secretary updated if anything changes after the survey has taken place, so we can continuously update the record.

64. The Keeper thanked the Board and looked forward to discussing the results at the March Board.

Papers for Noting

65. The Board noted the Governance Risk Discussion Tracker.
(RoSBrd2021/12/13)

66. The Board noted the Hybrid Working Workshop Backbrief.
(RoSBrd2021/12/14)

67. The Board noted the Vision for Beyond 2024 Backbrief.
(RoSBrd2021/12/15)

68. The Board noted the EDI Steering Group Update, and the Keeper expressed her thanks to the Non-Executive Directors for agreeing to attend the EDI Steering Group on a rotating basis. *(RoSBrd2021/12/16)*

69. The Board noted the 2022 Board Dates. *(RoSBrd2021/12/17)*



RoSBrd2022/03/02

70. The Board noted the Draft Compensation Annual Report and agreed they were happy with the template for annual reporting. (RoSBrd2021/12/18)

71. The Board noted the Options to pursue recovery of losses following breach of Keeper's warranty paper. (RoSBrd2021/12/19)

72. The Board noted the Environmental Policy. (RoSBrd2021/12/20)

Items to be Delegated to the Audit and Risk Committee

73. The Board noted that the IR35 Audit report would be remitted to ARC for a deeper dive. It was agreed that as well as focussing on the IR35 audit report, the deep dive should also consider the wider risks around digital contractors in business-critical posts. The Board also agreed that RoS should consider corporate insurance against IR35 as a potential risk mitigation.

Action – Corporate Director – IR35 Audit Report to be remitted to the ARC once finalised to inform a deep dive into digital contractors in business critical roles and consider corporate insurance against IR35 as a potential risk mitigation – to take place in March 2022.

Board Observer Feedback

74. The Keeper invited the Registration and Policy Director to provide Board observer feedback.

75. The Registration and Policy Director commended the use of Teams for virtual Board meetings, noting that the use of the hands up function works really well to facilitate the discussions, and the use of the chat function was a useful back up where there were connection issues.

76. The Registration and Policy Director highlighted that the meeting ran overall to time, with the flex in the breaks on the agenda allowing good discussions to continue where needed. The Board noted that the Keepers introduction at the beginning of the day, where she outlined the advice being sought from the Board for the agenda items ahead, was helpful and the Board agreed that the scene setting proved really effective to keep discussions focussed, particularly given the purpose of the RoS Board is to provide the Keeper with advice.

77. The Registration and Policy Director commended the attendees for the corporate plan session in the morning, particularly those presenting to the Board for the first time. The Board agreed that breaking the agenda item into smaller sections worked well and the timings provided good opportunity to discuss each of the issues. It was highlighted that there was an eagerness to discuss some of the topics ahead of others, however, once the session settled the Board were disciplined in keeping their thoughts and suggestions until the topics they related to arose. Overall, this agenda item has set the Board up for a good conversation at the January workshop.



RoSBrd2022/03/02

78. In conclusion, the Registration and Policy Director highlighted that it was a productive meeting, with a good balance of executive and non-executive contribution.

79. The Keeper thanked the Registration and Policy Director for the helpful feedback.

Any Other Business

80. The Keeper expressed her thanks to the Board for their valued contribution and input throughout this busy year and wished them all a restful Christmas and a Happy New Year for 2022.

Date of Next Meeting

81. The next Board meeting will take place on 08/09 March 2022. The Board were also reminded that a fully remote long term planning workshop would take place on 18 January 2022.