**Registers
of Scotland**
ros.gov.uk

**MINUTE OF THE REGISTERS OF SCOTLAND BOARD MEETING
25 February 2014**

Chair	Sheenagh Adams, Keeper
Board Members Present	**Stephen Dingle** **John Fanning** **Ben Gray** **Catriona Hardman** **Billy Harkness** **John King** **Jas Patyal** **Fiona Ross**
Secretariat	**Julie Mitchell** **Ashley Connachan**

"This is an edited version of the original Secretary's minute of this meeting. In terms of the Freedom of Information (Scotland) Act 2002, we consider some information originally minuted to be exempt in terms of one or more of the following sections of the Act: s29 (Formulation of Scottish Administration policy etc); s30 (Prejudice to the effective conduct of public affairs); s33 (Commercial interests and the economy). In all cases where we have redacted information we have taken into consideration the public interest test and decided that the balance lies in favour of non-disclosure at this time."

Introduction, apologies and declaration of interests

1.   Sheenagh Adams welcomed everyone to the meeting, particularly Ashley Connachan who was attending her first Board meeting.

2.   Apologies were received from Kenny Crawford.

3.   There were no current declarations of interest.

4.   Sheenagh noted that she had circulated a briefing note to Non Executives about recent changes to RoS Senior Management structure.

Minute of meeting and Action Log *(RoSBrd2014/02/01 & 02)*
5.   The minute of the meeting of 7 November 2013 was accepted and agreed as an accurate reflection of the meeting. John Fanning noted that he was present for part, not all, of the meeting and asked that the Minute be amended to reflect this.

6.   The Board agreed updates to the Action Log:

Action No. 1155 Accurate Transactional Costs
6.2.   John Fanning advised that reporting responsibility for the Business Analysts now fell to him. He would check on progress and provide the Board with an update by email.

1240 Validating the commercial information potential and identification of data sets/sources
6.3.   Stephen Dingle noted that there was a paper for noting from Kenny Crawford prior to a fuller report at the May Board. He was keen to understand what the issues were with the data.

6.4.   Ben Gray advised that the challenge was getting the data fit for commercial purposes and that Hugh Welsh continued to work on getting it into a format to enable it to be fully exploited.

6.5.   Fiona Ross suggested that RoS look at the current top ten commercial data products and include sample products in its report to the Board in May.

6.6.   Sheenagh noted that Kenny would discuss his Board report with Ben, Stephen and Fiona prior to the May Board.

Action No. 1241 Develop New Business Model
6.7.   Sheenagh noted that John Fanning had prepared a report on this but that she had agreed with him that its preparation depended on some outcomes from today's meeting and also RoS' reserves policy, which the Board would not discuss until May. This item would now be discussed in August.

Big Issues – EMT Update
7.   Sheenagh referred to the email she had circulated on 18 February, which advised of planned changes to the Senior Management structure in RoS and noted the departure of the CIO, Hew Bruce-Gardyne. She took the opportunity to wish Hew every success.

8.   John King reported that he had updated the Audit Committee on progress with the 2012 Act Implementation Project and the Land and Building Transaction Tax Project at their February meeting.

9.   He noted that some issues around IT progress had been raised through the LR project. A recent Audit report of the 2012 Act had raised concerns around management and reporting methods associated with agile development. John advised that the appropriate steps were being taken to address this.

10.   An extraordinary EMT took place on 11 February and was facilitated by an external expert. As a result, RoS had engaged some consultancy to address the changes needed to the legacy systems for the 2012 Act and a full time IT Implementation Manager who would be responsible for the delivery of these changes. The Implementation Manager is familiar with the LRS and the

changes required. All key Development and Service personnel will report to him.

11.   RoS had also engaged additional expert assistance to plot the path from now until the designated day and define what needs to be done to meet the statutory requirements. They will work closely with the previously mentioned Implementation Project Manager. Their remit also includes looking at the bigger picture and development of an IT strategy for how RoS will achieve complete digital enablement.

12.   John reported that the Head of Development had resigned to take up another post. Edinburgh had a high demand for skilled IT resource and constant movement looked likely to continue.

13.   The Keeper noted that she had considered appointing an interim CIO or CTO but had decided it was prudent to take stock and confirm exactly what RoS required before going out to market for the post.

14.   Stephen Dingle noted that the Audit Committee took place on the day of Hew Bruce-Garydne's departure, which was difficult for all involved. The Committee was comfortable with the project updates and with the proposed appointment of an interim IT Director.

15.   Generally, the non-executive directors were concerned that without an intelligent client function RoS lacked the expertise to assess the options put forward by the two suppliers.

16.   Billy Harkness acknowledged their concerns but advised that appointing anyone would take at least three months and the work would be complete by that time.

17.   Stephen was concerned that the IT function was yet to be fully integrated in to RoS.

18.   John King acknowledged this and advised that he had asked the consultants to look at the Governance of IT and make recommendations in their report. He also noted that the consultant used at the EMT meeting in early February advised not to appoint without addressing the other issues.

19.   John King noted that the work currently being undertaken by the IT Implementation project manager would give RoS visibility of its current progress and the future work needed to fulfill its obligations. He assured the Board that appropriate reporting mechanisms were in place for both projects.

20.   Jas queried whether the current assessment work was likely to have an effect on other projects. The executive team advised that this was minimal as the resources were different and where there was a conflict RoS was looking at other options for delivery.

21.   The Non-Executive members remained concerned about the lack of CIO/CTO in the interim but noted that they would be kept informed of progress and an additional Board meeting would be called if necessary.

RoS Vision

22.   Following on from work done at the February meeting, the Board split in to two groups to develop an elevator pitch for RoS.

23.   Both groups provided a draft for discussion which would be further worked on by Isla MacLeod and delivered to the Board for agreement at their meeting on 14 March.

Secretary's note: The elevator pitch was agreed by the Board as presented by Isla.

RoS Board Development Update

24.   The Keeper welcomed Sharon Wilson and Nicola Masson to the meeting.

25.   Sharon explained the outcomes they would like from their attendance at the meeting, which were to:

- advise the Board of the background to the skills models being used within RoS;

- agree what is meant in RoS by 'Leadership'; and

- discuss individual and Board development and agree next steps.

26.   The Board noted the Skills Assessment tools being used for managers and that these were being well received.

27.   They agreed with Sharon that an agreed vision of Leadership was needed and that diagnostics should be completed on the Board as a collective to agree how the group can develop its Leadership skills.

28.   The Board agreed that Sharon would meet with individuals to agree what was needed both individually and as a group to help the Board develop as a high performing team. Sharon would present a group diagnosis and next steps to the May Board.

White Paper Update

29.   The Board noted a paper provided by Kenny Crawford in his absence. This advised the Board on progress with policy and noted that an update would be provided to the Board in May.

Completion of the Land Register

30.   The Keeper welcomed Lisa Richardson, RoS Business Analyst, to her first Board meeting.

31.   The Keeper asked the Board to consider and approve a consultation paper on completion of the Land Register. She reminded the Board that completion was a key policy aim of the Land Registration etc. (Scotland) Act 2012.

32.   To supplement the paper, the Board considered a presentation from Lisa that provided information on the types of land and housing that could be considered and their effect on title and/or land mass coverage.

33.   Lisa noted that in order to provide some of the information in her presentation, she had made a number of assumptions in terms of growth of the market in the future.

34.   John King was content that completion was attainable. The triggers for registration under the new act would generate between 7,000–10,000 First Registrations each year and he was comfortable that there were other vehicles that could be employed to extend coverage in addition to this. He noted his concern regarding projecting to 2029 where the landscape would have changed considerably.   He commented that under the 2012 Act, the registration process was much less complex. John noted that the work presented by Lisa made planning more effective and extending the Land Register easier to manage.

35.   John Fanning assured the Board that the work was financially sustainable but that the Board might want to consider the current reserves policy, which the Board would review at their May meeting.

36.   Ben Gray noted that it would perhaps be useful to include the practical gains of completing the Land Register in the consultation document and include an example of voluntary registration of an estate as a case study.

37.   The Board approved the paper in principle with some minor adjustments. They would agree the timing of the consultation at the May Board after the designated day had been agreed.

Transition Project Update
38.   The Board welcomed Charles Keegan, RoS Transition Manager, Al-Karim Kara, CIO and Vice President of the Land Titles & Survey Authority of British Columbia, Canada (LTSA), and Susan MacInnes, RoS Business Planning Manager.

39.   Charles provided the Board with an update on the Transition project of which there are five workstreams each headed up by a workstream leader:

- Process
- Organisational Design
- Training and Manuals
- Finance
- Communications.

He advised that progress was good and that among the next steps were finalising the structure under the 2012 Act, creating role profiles and developing planning models.

40.   The Board discussed Charles' update and the implications of the 2012 Act for some RoS Staff. Charles confirmed to the Board that changes would be evolutionary rather than big bang, which would be better for RoS staff and customers.

41.   Ben Gray queried whether the changes to the Land Registration Act would in the short term lead to more claims on the Keeper's indemnity. John King did not see this as a risk. The Keeper had more powers to amend the register under the new legislation and major errors were not generally down to solicitors.

42.   Charles introduced Al-Karim Kara from LTSA to the Board. Al-Karim advised of his background in the LTSA and that he had led his organisation through their transformational change. The LTSA had been similar to RoS in many ways and they had successfully completed their transformation over three years. Key to their success had been designing the strategy. Strong management of the project and firm leadership at implementation.

43.   Charles noted that the LTSA had very strong stakeholder relationships and that the LTSA Board was made up of a group of stakeholders.

44.   Sheenagh thanked Al-Karim for coming to the Board and assisting RoS with its transformational journey. She noted he was joining the Board for dinner and looked forward to continuing the discussion then.

Corporate Plan Approval
45.   Susan explained the process of developing the plan to the Board and noted that once the Board had approved the plan, the process of cascading it to Directorates would begin.   She noted that she was hopeful that the Corporate Plan would be reader-friendly, particularly for RoS Staff.

46.   The Board discussed the Corporate Plan, particularly the proposed Key Performance Indicators (KPIs). They agreed that the KPIs should be removed from the Corporate Plan because in their current form they would not drive appropriate behaviors and created confusion with the Service Standards. The Board also requested that further work be done with the text around the outputs.

47.   The Board agreed the Keeper's Service Standards and signed off the objectives. They would review the revised format of the Corporate Plan at a Board meeting that would be arranged for 14 March. The revised Corporate Plan would be circulated by 7 March.

Secretary's note: The Board signed off the 2014-2017 Corporate Plan at an extraordinary meeting on 14 March 2014.

Any other Business

Royal Bank of Scotland v Wilson
48.   Catriona updated the Board on the RBS v Wilson indemnity claim. She noted that this had gone to court and that they were looking for the Keeper to rectify the register and meet the expenses of the case. She would keep the Board informed of any progress.

49.   The Board discussed being kept more informed of day to day business. The Secretary agreed to give this some thought and update Non-Executive Directors of current issues/decisions/successes on a weekly basis.

Papers for Noting
50.   The Board noted the following:

- Performance and Financial Management Report;
- Quarter 3 Update;
- Human Resource update from EMT;
- Data Strategy Update;
- EMT Minutes December 2013, SWS December 13 November 2013;

Date of Next Meeting
51.   The next meeting of the RoS Board is scheduled for 14 May 2014.