



**MINUTE OF THE REGISTERS OF SCOTLAND
BOARD MEETING
23 / 24 February 2016**

Chair	Sheenagh Adams, Keeper
Board members present	Kenny Crawford Janet Egdell John Fanning Billy Harkness John King Shrin Honap Deepa Mann-Kler Fiona Ross Jayne Scott
In attendance	Andy Crawley - item 3 Grant Hall - item 5 Charles Keegan - item 11 Jim McConnell - item 12 Sharon Wilson - item 8 and 17
Secretariat	Gillian Martin

“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. No apologies or declaration of interests were received.

Minute of meeting of 1 December (RoSBrd2016/02/01)

2. The minute of the meeting of 1 December 2015 was accepted as an accurate reflection of the meeting.

Action Log (RoSBrd2016/02/02)

Action 1317 - 360 degree reporting tool

3. The board agreed that this would form part of their development session the following day and could now be closed.

Action 2013 - digital transformation full business case

4. The board agreed that this was on the agenda under item 7 and could now be closed.

Action 2015 - LRC - KIR consultation outcomes

5. The board agreed that this was on the agenda under item 11 and could now be closed.

Action 2016 - Environmental and Health and Safety Report

6. The board noted that this was scheduled to be discussed at their May 2016 meeting.

Action 2349 - LRC business case

7. The board agreed that this was on the agenda under item 11 and could now be closed.

Action 2463 - Board development

8. The board agreed that this was on the agenda under item 17 and could now be closed.

Action 2464 - Team Management Profile

9. The board agreed that this was now closed.

Action 2465 - Board skills model

10. The board agreed that this was on the agenda under item 17 and could now be closed.

Action 2467 - Skills model for organisation.

11. The board noted that this would be discussed under the organisational development update on agenda item 7 and could now be closed.

Action 2468 - Risk review session

12. The board agreed that the risk review session had now been re-scheduled to 13 April 2016.

Action 2469 - Assurance framework

13. The board agreed that this would form part of the risk review session on 13 April 2016

Action 2470 - Audit committee feedback

14. The board agreed that Secretariat would issue and collate a questionnaire on the effectiveness of the audit committee to all EMT and board members. This could now be closed.

Action 2471 - Financial levers workshop

15. The board agreed that this item was on the agenda and could now be closed.

Action 2472 - Efficiencies target

16. The board agreed that this could now be closed.

Action 2473 - PFM

17. The board agreed that this was now a standing item and could now be closed.

Action 2474 - Corporate Plan

18. The board agreed that this item was on the agenda and could now be closed.

Action 2475 - Financial delegations

19. The board agreed that this was complete and that this could now be closed.

Action 2476 - Financial strategy

20. The board agreed that this action was ongoing and would be discussed at the May meeting.

Action 2477 - indemnity/warranty

21. The board agreed that this action was ongoing and that this would be discussed in early 2017.

Action 2478 - DTPB update

22. The board agreed that this item was on the agenda and could now be closed.

Action 2479 - Estate update

23. The board agreed that this item was on the agenda and that this could now be closed.

Action 2480 - Communications review

24. The board agreed that this item was on the agenda and that this could now be closed.

Action 1317 - Key risk register

25. The board agreed that this action was complete and could now be closed.

Public task (RoSBrd2016/02/03)

3. Andy Crawley presented the board with a draft public task statement for approval explaining the background to public task statements and the requirement for a statement originated from the Re-use of Public Sector Information Regulations 2015.

4. The board considered the draft and approved the document for publication on the RoS website. The board also agreed that a briefing note should be developed for staff informing them of RoS obligations under the PSIR and how we will deal with requests of this nature. Kenny Crawford agreed to take this forward with the Legal Services team.

Corporate plan 2016-19 (*RosBrd2016/02/04*)

5. Grant Hall presented the board the RoS Corporate Plan 2016/19 for approval. Grant provided the board with an overview of the key assumptions that had been included within the plan and the thinking behind those assumptions.

6. The board considered the document and agreed that it was important for RoS this year to outline the drivers for change and what impact that they will have on RoS as an organisation. Billy Harkness commented that RoS had initiated the beginning of this work with an external party. He added that this would assist RoS in articulating its vision for what RoS will look like in 2018/19. Sheenagh Adams advised that this work would be coming back to the board for consideration in due course.

7. The board approved the RoS Corporate Plan 2016/19 subject to the amendments suggested and remitted the minor final drafting to EMT.

Financial levers

8. The board undertook a workshop on early thinking into articulating RoS' longer term financial strategy and how our business operations will impact on this. Jayne Scott advised that she would engage with audit committee colleagues in assisting with this process and that it would be helpful to gain a steer from the board on their views of RoS longer term financial strategy.

9. The board discussed RoS financial levers and the role that each play in our current business activities. Members agreed that this will change significantly over the lifecycle of the digital transformation programme and this would have to be factored in early to any long term financial strategy.

10. The board also considered the impact of RoS commercial aspirations on the longer term financial strategy and agreed that there is significant work ongoing to determine the value of RoS data and how it can be used as a commercial product.

11. The board commissioned work on a long term financial strategy for RoS and asked Janet Egdell and Jayne Scott to consider how best this work be completed.

Digital transformation programme update (RoSBrd2016/02/05)

12. John King presented the board with a paper to gain funding for the digital transformation programme for the 2016/17 year.

13. John provided the board with an update on key activities within last 12 months of the digital transformation programme including the completion of discovery phases for key projects, bringing a digital supplier on board and moving our data centre to Saughton House.

14. John outlined the key programme deliverables within the 2016/17 year explaining the impact that each of these will have on our business operations and how we interact with our customers.

15. The board agreed that they were pleased to see the level of progress within this area, but acknowledged that it was fundamental to the success of the programme that stakeholders were part of the journey. John added that this was something he was passionate about and he would be working closely with Fiona McEwen and her team in the coming months to ensure key messages communicated to and from stakeholders.

16. The board also considered the branding of the digital transformation programme asking EMT colleagues to consider the appropriate re-naming. Members agreed that DTP for RoS was not just about digital transformation, but business transformation with digital acting as an enabler.

17. The board approved the £14.3 million pound spend for the digital transformation programme for the financial year 2016/17.

Organisational development update

18. Sharon Wilson presented the board with an update on the creation of an organisational development (OD) workstream within the digital transformation programme. Sharon advised that she would be acting as senior responsible owner for the project and that she would be working alongside the other project SROs on the impacts of their project on RoS business operations.

19. Sharon explained that in recent weeks her team had undertaken an organisational diagnostic and that this in conjunction with the digital roadmap would identify key activities for the OD workstream in the coming months including consultation with trade unions and training for managers in delivering what digital transformation means for RoS.

20. The board discussed outline of the OD workstream presented by Sharon and agreed that this was an integral part of the internal success of the digital transformation programme and EMT should ensure that they plan strategically the communications that they make and that they do not miss an opportunity to engage with RoS staff.

21. The board noted Sharon's update and looked forward to seeing progress in this area in the coming months.

Communications review update

22. Sheenagh Adams provided the board with an update on the progress of the communications review explaining where the recommendations within the review were being actioned. Sheenagh stated that Fiona McEwen had now joined RoS as our new Head of Stakeholder Engagement and that the Head of Communications post was currently advertised and would be concluding in the coming weeks.

23. Sheenagh informed the board that she would be hosting a workshop the following week on a communications structure for RoS and would provide the board with an update on the outcome at the next meeting.

24. Sheenagh advised that RoS had been working with external supplier The Gate on an approach to stakeholder engagement and that this would be coming to the board in May.

Land reform update

25. John King provided the board with an update on recent activities in relation to Land Reform. John explained that the Land Reform Bill was currently being debated within the Scottish Parliament and that recent amendments brought forward would see RoS host a new register of controlling interests.

26. John provided the board with an overview of what the register of controlling interests would involve for RoS and advised that Scottish Government would be planning to consult on the regulations for the register later in the year.

Land register completion update (RoSBrd2016/02/06)

27. Charles Keegan presented the board with an update on the progress of the land register completion programme. Charles advised that he had been up scaling his team in recent months and that he had filled all key posts at the moment. Charles explained that RoS had launched new products and services, such as the plans assistance service primarily aimed at LRC and attracting voluntary registration. He advised that the new services had been well received with both private and public sector customers.

28. Charles outlined the approaches RoS have used to stakeholder engagement in both public and private sectors and the progress that has been made to date in securing voluntary registrations.

29. Charles advised the board that the consultation on Keeper Induced Registration was now complete and that the report was scheduled to be published in the next week. Charles added that confirmation of the approach

to KIR would be a great enabler for the programme and allow the further testing of the new processes and practices on a larger scale. Charles advised that the outcome of the KIR pilots would be considered by the board at their August 2016 meeting.

30. Charles updated the board on progress towards the closure of Sasines to standard securities in April. He had advised that the team had been working well with stakeholders and RoS are well prepared for increased volumes in communications from customers in the coming weeks.

31. Charles advised that the board would be hosting a stakeholder dinner focusing primarily on private sector on 23 May 2016 and that all members would be invited to attend.

32. The board discussed Charles update and welcomed the progress that has been made. Members agreed that they would like to gain a greater knowledge of the different approaches that has been undertaken on within different sectors, what feedback has been gained and what potential consequences are there for RoS of stakeholders not engaging in this process. Charles agreed that he would provide an update on this to the May board.

33. The board also approved the updated business case for land register completion and agreed that this would be monitored by the newly formed land register completion programme board.

Estates update

34. Jim McConnell presented the board with an update on activities in relation to acquiring office space at the St Vincent Plaza site, Glasgow. Jim explained that progress was being made at pace and early indications show that RoS could occupy the space as early as September 2016.

35. Jim provided members with an overview of the new space including a video of the new site. Jim advised that there were a number of business decisions required to inform how the new office will be populated and what technologies etc, will be made available to staff and explained that this was currently being considered as part of the organisational development and infrastructure projects within the digital transformation programme.

36. Jim went on to provide the board with an update on early thinking around an options appraisal for the Edinburgh office.

37. The board considered Jim's presentation and agreed that they felt that RoS was not able to make a final decision on our estate for Edinburgh at this time, but that they would like to keep it under regular review, at least annually. Members concluded that given the unknowns around some of the strategic projects that RoS are undertaking and the uncertainty around what impact any new registers will have on RoS operations, the board needs to see more evidence around what this means for staff numbers and how we will work as a business.

38. The board thanked Jim for his update.

Audit committee update

39. Jayne Scott provided the board with an update on recent audit committee activity highlighting that the committee's last meeting was the previous week. Jayne explained that she planned to evaluate the audit committee's effectiveness in April and would be circulating a questionnaire to key stakeholders including board and EMT to provide feedback on the role and execution of the audit committee's business.

40. Jayne advised that at their last meeting the committee had approved the internal audit programme for 2016/17 and that the programme for 2015/16 was on track to deliver the final reports by the next committee meeting.

41. Jayne highlighted that the committee had received an update on progress with the Public Records (Scotland) Act project and linkages with the information governance review. Jayne advised that the committee had provided some feedback on the findings within the report and had agreed that they would have an update at their next meeting in April.

42. Jayne informed the board that the audit committee had also spent a large part of the meeting on RoS longer term financial strategy and that this would be coming to the board in early summer.

43. The board noted Jayne's update.

Performance and financial management report (RoSBrd2016/02/07)

44. John Fanning presented the board with the performance and financial management report highlighting that this was a new format of report and that he would welcome any comments on the revision.

45. John provided an update on recent registration performance stating that intakes had remained high in December and January and that this was projected to continue for the remainder of the year. John advised that productivity and were on track to meet all of their year-end targets.

46. John explained the current status of the loan RoS has with the National Loan Fund and advising that it is unlikely that this will be re-paid before the year end and that this will have a consequential impact on the projected level of profit. John advised that the year-end profit would now be projected to be £8.4 million.

47. John advised that RoS are currently on track to meet their efficiency target for 2015/16 and that his team will be investigating alternative ways to calculate this figure in the coming months.

48. The board noted the performance and financial management report.

Key risk register and issues tracker (RoSBrd2016/02/08)

49. The board considered the RoS key risk register and issue tracker and provided some textual amendments to risks 5 and 7.

50. The board noted that the RoS annual risk review had been re-scheduled to 13 April 2016.

Code of conduct (RoSBrd2016/02/09)

51. Gillian Martin presented the board with a draft code of conduct for consideration. Gillian explained that the code of conduct was to set the standards of behaviour expected of RoS Board members and formalise the arrangements that were already in place.

52. Gillian provided an overview of the document explaining the background to the principles, an updated process for registering interests and guidance on areas such as acceptance of gifts hospitality and declaration of interests.

53. The board approved the code of conduct subject to some textual amendments and agreed that it should be published on the RoS website.

Board development

54. The board undertook a workshop facilitated by Sharon Wilson in relation to board development.

Papers for noting

55. The board considered the information governance review paper provided by Aidan Robertson and agreed that they would like further information at their May meeting on the wider information governance review, how this will impact on RoS' data and what steps we are taking to ensure our data is secure. John Fanning and Billy Harkness advised that they would take this forward with their respective areas and provide briefing to the May board.

Any other business

56. None.

Date of next meeting

57. The date of the next meeting is 24 May 2016, Meadowbank House, Edinburgh.