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<b>MINUTE OF THE REGISTERS OF SCOTLAND BOARD MEETING 26 August 2015</b>	
<b>Chair</b>	<b>Sheenagh Adams, Keeper</b>
<b>Board members present</b>	<b>Kenny Crawford Stephen Dingle Janet Egdell John Fanning Ben Gray Billy Harkness John King Jas Patyal Fiona Ross Jayne Scott</b>
<b>In attendance</b>	<b>Isla MacLeod (head of communications) Linn Phipps (from Education Scotland, observing)</b>
<b>Secretariat</b>	<b>Julie Mitchell</b>

*“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 Linn Phipps from Education Scotland, who was observing the meeting, as part of a non-executive knowledge share exercise and Jayne Scott who was attending her first meeting as a non-executive director.

### **Minute of meeting of 14 May 2015 (RoSBrd2015/08/01)**

2. The minute of the meeting of 14 May 2015 was accepted as an accurate reflection of the meeting.

**Action Log** (RoSBrd2015/05/02)

3. **Action 1161 - communications strategy** – The board noted that a later agenda item would discuss a review of communication in RoS. The board agreed to close this action.
4. **Action 1317 - board development** - Billy Harkness reported that EMT had completed the Myers Briggs Type Indicator (MBTI) and this was being rolled out to the operational management team. Work was ongoing with Mayven to design an appropriate 360 degree development questionnaire for particular use with the leadership development programme. Billy noted he would provide a written update on ongoing HR initiatives for the November board for information.
5. **Action 1556 - skills for the future** – part of ongoing visioning work.
6. **Action 1560 - The value of RoS** – The board noted the update on the work commissioned on the value and RoS.
7. **Action 1562 – organisational capability** – Billy Harkness reported that Sharon Wilson had started work on the organisational skills model. EMT had identified 12 people to take part in the first leadership development programme and a further two cohorts had been pencilled in. It would be a practical programme with a range of experience across the organisation, based on the strategy previously approved by the board. An update would be included in the paper to the November board.
8. **Action 1568** – RoS public task - Kenny Crawford reported that work was ongoing to define RoS' public task. A first draft had been prepared and was in the process of being updated. The board agreed that this action could be closed.
9. **Action 1573 – commercial vision** – action completed and closed.
10. **Action 1730 – develop and clarify a long term vision** – action closed – part of strategic discussions.
11. **Action 1884 – performance appraisal update.** Billy Harkness reported that completion rates were at more than 80% a number of weeks ago. He would commission a briefing note which would be shared with the audit committee. The action was closed.
12. **Action 2012 - digital business cases** - The board would welcome copies of the final versions of the business cases they were asked to comment on earlier in the month. The action on the log was closed.
13. **Action 2014** - The board discussed communication to non-executive directors and agreed that Fiona Ross should include this as part of her communication review.

### **Audit committee annual report**

14. Stephen Dingle as chair of the audit committee, presented its annual report to the board and accountable officer. He noted that this would be his last report as he was handing over to Jayne Scott in November.

15. Stephen highlighted three main areas of his report:

(i) The audit committee were pleased that further progress had been made on IT disaster recovery.

(ii) The committee was pleased with the successful delivery of two major change projects, namely the land and buildings transaction tax implementation and land registration act 2012 implementation.

(iii) Last year the committee had referred to the difficulty RoS was having in recruiting and retaining suitable experienced IT staff, particularly at senior levels. They noted this year that they were pleased to see that staff had been recruited but commented that the majority were on short term contracts. They felt that stability in staffing in the IT department was important.

16. Stephen congratulated RoS on the quality of its audit controls. Internal audit had awarded RoS its highest rate for the quality of its control systems.

17. Sheenagh Adams and Janet Egdell, as RoS accountable officer, thanked Stephen for the report and the audit committee for their work throughout the year.

18. The board thanked Stephen for the report and for his work as chair of the audit committee which under his chairmanship had added real value to the organisation.

### **Annual report and accounts**

19. The board considered the paper from John Fanning, which asked the board to recommend to the accountable officer that she approved and signed the annual report and accounts.

20. The board recommended that Janet, as accountable officer, signed the annual report and accounts.

### **Re-payment of national loan fund borrowing**

21. John Fanning sought the board's approval to repay the outstanding capital and a sum in respect of the associated interest, on RoS' national loan fund borrowings.

22. The board considered the paper from John and sought reassurance that there would be no unintended consequences of paying back the loan

early. They noted that they had previously agreed to look at this every two to three years.

23. The board agreed to pay back the loan providing the interest rate was no lower than 1.88%. Sheenagh noted that she would advise the Director General of their intention before the loan was paid.

#### **2016 Board dates** (taken out of agenda order)

24. The board discussed the proposed dates and agreed them all with the exception of the May dates which would move to the following week.

#### **Key risks and issues** (taken out of agenda order)

25. The board noted the risk register and issue tracker. The board agreed the inclusion of two new risks on land register completion and inability to achieve our commercial opportunities.

#### **Draft business case - estate infrastructure platform business change project**

26. Jim McConnell presented the draft business case to the board. The business case recommended that RoS establish a business change project that creates an estate infrastructure platform for the digital information and registration business in Glasgow.

27. The board discussed the paper and presentation in detail and felt that a step had been missed in the process: they had not been asked to consider whether the two offices in the central belt was still the right fit for RoS and its customers.

28. Sheenagh agreed that this question had not been specifically addressed to the board. She advised the board that EMT had discussed all the options at their June meeting and that as keeper, she had committed to retaining a Glasgow presence.

29. The board agreed the rationale in principle but would like more context before signing off on the business case. They felt that the preferred option looked like the most sensible one and agreed that an update by correspondence could be undertaken to allow some negotiations to take place. The full business case would be presented to the November board.

#### **Communication review 2016**

30. Sheenagh presented her paper to the board, which sought their approval to commission a review of the current communication strategy, structure and activities in RoS.

31. The board agreed to the proposal and to Sheenagh's suggestion that Fiona Ross be asked to undertake the review and provide an interim report to the November board.

**Details of next meeting**

32. The next meeting was scheduled for 1 December 2015 in Meadowbank House, Edinburgh