

Registers of Scotland**RoS Board****11th June 2024****Internal Review of RoS Governance****Purpose**

1. To summarise the outcomes of the internal review of RoS governance and to seek Board input regarding assurance of the planned improvement activities.

Recommendations

2. That the Board consider how the Keeper, Accountable Officer and EMT can achieve effective assurance of the planned improvement activities.

Background

3. During Q3 2023-24, The Keeper and Accountable Officer commissioned an internal review of current RoS corporate governance arrangements, specifically to:

- Confirm their alignment with the requirements of the SPFM and the SG Framework Agreement
- Confirm their alignment to RoS decision-making and accountability needs (fitness for purpose)
- Identify opportunities for improvement

4. In commissioning this review the Keeper and Accountable Officer assume that current governance arrangements are fundamentally fit-for-purpose. Best practice is to keep these under review, particularly where there is change in the wider organisational context. The following contextual factors make review timely:

- Strategic shift to prioritise open casework
- Leadership change and aligning governance with renewed leadership portfolios
- Fiscal context, where robust financial oversight is increasingly 'mission critical'
- Risk and assurance, where governance is a key control to strategic risk

5. The review exercise took place during Q3-Q4 2023-24. Mhari Kennedy and Andrew Harvey were non-executive directors consulted as part of the review.

Improvement opportunities

6. A full review report including detailed findings and recommendations is included as a separate agenda item for noting (item 17.10). A short presentation, summarising the findings, will be provided during the Board meeting. The slides for this summary are included at Annex B. Review findings relate to:

- Governance culture and practice
- Governance structure
- Governance groups

7. Following thorough discussion of the review report EMT have agreed to pursue the improvement opportunities at points 8a-c. These align well to the wider goals of:

- Restoring/ maintaining EMT capacity and strategic focus
- Visibility and alignment of strategic change (*'insights into outcomes'*)
- Early identification of challenges and early course correction
- Increasing C-band capability and managing succession planning
- Efficiency, best value, and exemplary public service

8a. The Keeper will sponsor a programme of work to implement improvements in relation to governance culture and practice, over FY24-25. This will include:

- Clarity of the RoS governance structure, purpose, authority and roles
- Consistency of practice across groups (membership, ways of working, MI etc)
- Capacity of wider C-band community to effectively operate in governance roles

8b. Over FY24-25 transition to the structure at Annex A, or to a near version of it:

- Clear alignment to three 'tiers' of governance activities
- A 'tier 2' strategic change authority to be established to ensure proper visibility and alignment of all strategic change, absorbing SAT governance, EMT IB and potentially BPB, including oversight of the new People Strategy
- EMT to return to a single group after capacity release resulting from change
- Design Authority to remain under review with a view to incorporation elsewhere
- Option to establish an Operations authority to remain open and under review
- All fora to be formally constituted under the oversight of a parent 'tier 2' group

8c. Transition membership and chairs of 'tier 2' groups to align with leadership change, group purpose and authority, and Director portfolio accountability.

Assurance

8. The Keeper, Accountable Officer and EMT are mindful that these changes target outcomes over which assurance should be sought and provided. They invite the Board to consider how this might best be achieved, including any role that might be best aligned to the Board NXDs or ARC members, such that assurance is objective and free from bias/conflict of interest.

Conclusion

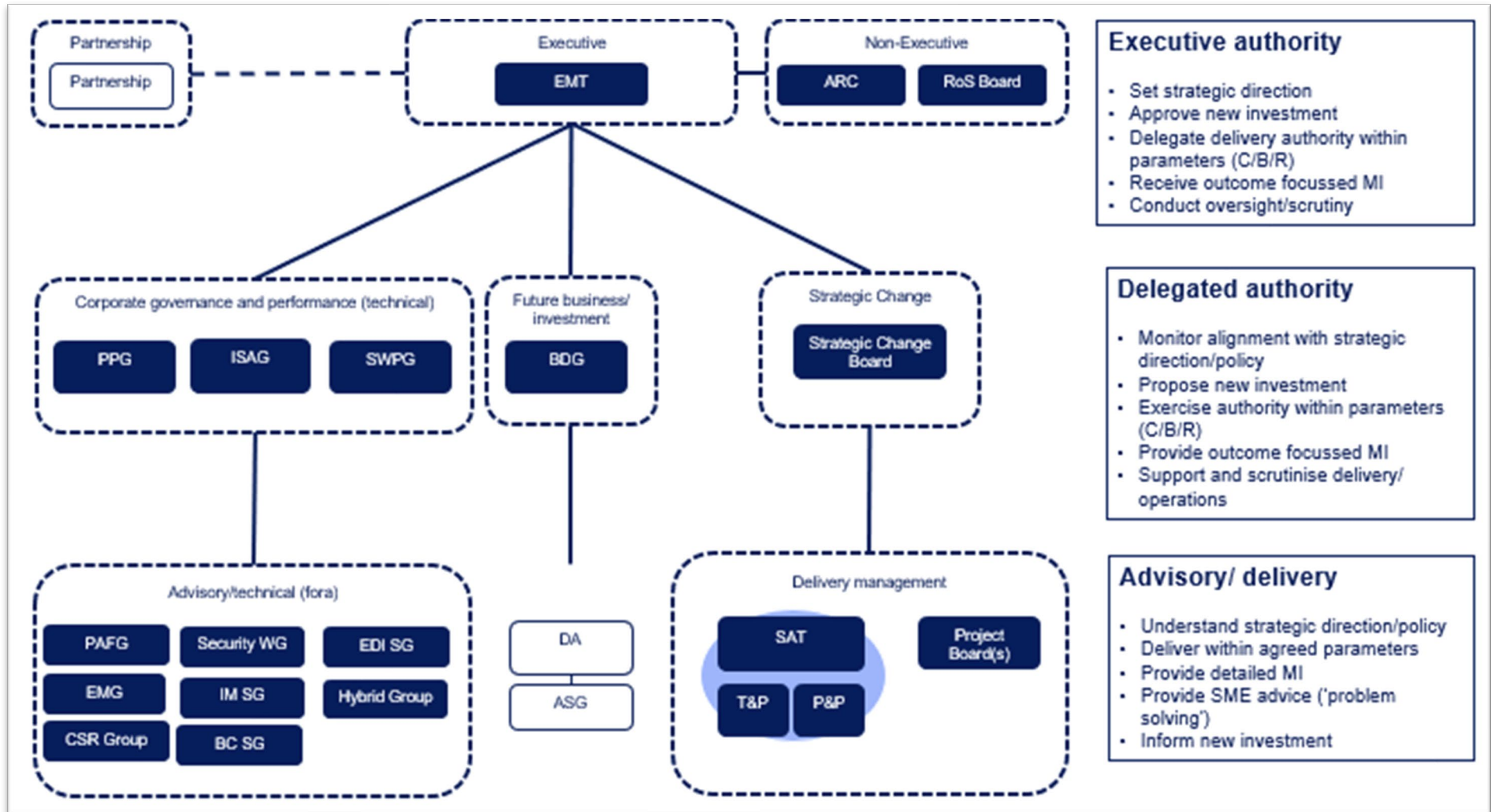
9. The review exercise concludes that RoS's governance arrangements are fit for purpose and provide robust, effective and efficient decision-making and assurance, fit for the future.

10. A number of opportunities for improvement, aligned to wider goals of the executive and non-executive functions, will be pursued during FY24-25. A programme of work to achieve this is appropriate and can be appropriately balanced with existing business priorities without adverse impact.

11. Assurance should be sought and provided in an objective way.

Head of Risk & Information Governance
Corporate Services
24/05/24

Annex A – EMT proposed Tier 2 group structure and chair arrangements (June 2024>)



Group	Proposed Chair	Additional member/s	Director	Rationale
Policy & Practice Group	Head of Legal & Policy		Customer & Business Development	- Steady-state
Information Security & Assurance Group	Head of IT Enablement		Digital, Data & Technology Policy & Corporate Services (AO)	- Steady state - Both AO and Senior officer accountable for information security required
Strategic Workforce Planning Group	Director for People & Operational Services (Keeper interim)			- In transition
Business Portfolio Board	Director for Policy & Corporate Services (AO)			- Steady state - Potential to merge over time
Business Development Group	Director for Customer & Business Development			- In transition
Strategic Change Authority	Director for Digital, Data & Technology		Policy & Corporate Services (AO)	- In transition