



RoS Board Minute of Meeting 14/15 September 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 Deepa Mann-Kler, Non-Executive 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) Audit Scotland Audit Director (CG) – items 1 - 7 Head of People and Change (SW) – items 9 – 10 Head of BIA (CG) – items 9 – 10 Head of Risk and Information Governance (AR) – item 11 Enterprise Risk Manager (CI) – items 11 & 17 Internal Consultant (KF) – items 12 & 19 Head of Service Design (HB) – items 12 & 19 Benefits Manager (BI) – item 17
Apologies	None
Secretariat	Keeper's Diary & Correspondence Manager (ML) Head of Secretariat (LM)

Introduction, apologies and declaration of interests

1. The Keeper welcomed members to the September RoS Board meeting. A warm welcome was extended to the Audit Scotland Audit Director, who joined to present her Audit Report and witness the approval of the Annual Report and Accounts.
2. No apologies were received.
3. No declarations of interest were made.
4. Elaine Melrose agreed to be the Board observer.
5. The Keeper highlighted that the next two days marks Deepa Mann-Kler's last Board meeting as a Non-Executive Director, as her appointment at RoS ends at the end of September following 6 years on the RoS Board.

Agenda items to be taken in Private.

6. The Board agreed that the following items would be taken in private: -
- Item 4 – ARC Annual Report to the Board - Publication may inhibit the free and frank provision of advice or exchange of views.
 - Item 5 - Audit and Risk Committee (ARC) Update to the Board. Publication may inhibit the free and frank provision of advice or exchange of views. (ARC minutes will be published)
 - Item 6 – Audit Scotland Update - draft annual report tabled for the Board, final report will be published externally and linked to the published board papers.
 - Items 9.1, 9.2 & 10 - KPI Data, Financial Update & KPI, Finance & People Reporting by Exception - to have free and frank discussion, developing policy position, which will subsequently be published.
 - Item 11 Annex 2 (People & Change key risk summary) and 3 (Cyber Resilience key risk summary) - not suitable for publication due to sensitivities around risk responses and control measures and to allow for the free and frank provision of advice or exchange of views.
 - Item 11 – Board Effectiveness Review Annex A - to allow for the free and frank provision of advice or exchange of views.

Minute of the Previous Meeting (RoSBrd2021/09/01)

7. The minute of the meeting of 08 June 2021 was accepted as an accurate reflection of the meeting.

Action Log (RoSBrd2021/09/02)

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

4776, 4777, 4837, 4839, 4840 & 4842

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

4648, 4838 & 4841

Audit and Risk Committee Annual Report (RoSBrd2021/09/03)

10. The ARC Chair presented the Audit and Risk Committee (ARC) Annual Report to the Board.

11. The Board noted a summary of the main business conducted by the ARC in 2020/21 and noted that RoS received an overall “reasonable” level of assurance for 2020/21 from the Head of Internal Audit, noting that actions arising from the single “limited” area of assurance were due for completion by late September.



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12. The Board noted that the ARC continues to adapt in the Covid landscape and heard that an effective cadence of meetings is now in place, with ad-hoc private sessions between members and SG Internal Audit/Audit Scotland taking place to strengthen relationships.

13. The Board agreed that a risk tracker detailing ARC deep-dives and action outcomes should be sighted by the Board going forward, to allow consideration for any further actions required to mitigate potential risks.

ACTION – ARC Chair – To populate a log of ARC deep-dives and related actions going forward, with a view to reporting back into the Board regularly for sight.

14. The Board were assured that “reasonable” assurance is a high level of assurance and requested the formal definitions of assurance ratings for clarity. It was agreed to circulate these to members for awareness.

ACTION – Accountable Officer – To circulate formal assurance rating definitions to Board members for information.

Audit and Risk Committee Quarterly Update (RoSBrd2021/09/04)

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

16. The Board expressed their thanks to the Finance Department for providing a robust, timely approach and support to the external audit.

17. The ARC Chair provided an update on SG Internal Audit (SGIA) activities to date and the Board noted that the Accountable Officer was liaising with SGIA to review internal audit effectiveness. The Board asked the ARC Chair to keep them updated on progress.

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

Audit Scotland Update (RoSBrd2021/09/05) & (RoSBrd2021/09/06)

19. The Audit Scotland Audit Director presented the 2020-21 Annual Audit Report Covering Letter and 2020 - 21 Draft Annual Audit Report to the Board, drawing members attention to key aspects outlined in the report.

20. The Board noted the positive feedback from Audit Scotland surrounding the pace at which action was taken on the limited payroll assurance finding and noted that progress was also strong against last year’s recommendations, especially noteworthy with the ongoing difficulties presented by the pandemic.

21. The Board heard how Audit Scotland assess value for money in terms of reporting, taking into account delivery history, direction of forward momentum and an ongoing focus on organisational improvement.

22. The Board discussed the initial simplified move towards digital processes, and noted that, as these become more streamlined and further



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digital automation is put in place, related headcount and wage considerations will link closely.

ACTION – Board Secretary – To table a discussion at the December Board on Digital modelling strategies and related staff requirements to support new approaches.

23. The Audit Director commended RoS for the way in which they have continued to operate and adapt throughout the pandemic, and that the production of this year's ARA is a testament to this.

24. The Board thanked the Audit Scotland Audit Director for the comprehensive report and praised Audit Scotland, the RoS Finance team and the Accountable Officer for their hard work to complete this.

Annual Report and Accounts 2020/21 Final (*RoSBrd2021/09/07*) & (*RoSBrd2021/09/08*)

25. The Board approved the Annual Report and Accounts 2020-21 for signing by the Keeper and the Accountable Officer and thanked all those who worked hard to pull together such a comprehensive report during challenging times.

KPI Data, Financial Update & People Dashboard (*RoSBrd2021/09/09*), (*RoSBrd2021/09/10*), (*RoSBrd2021/09/11*)

26. The Board welcomed the Head of People and Change and Head of BIA to the meeting.

27. The Board noted the KPI position for the first quarter of 2021-22, the July financial update and initial budget bid for 2022-23, and the people dashboard and back-brief.

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

28. The Board questioned the use of fee income towards establishing the Register of Moveable Transactions and were assured that only discovery work was being internally funded, with an agreed break point ahead of formalising funding requests with SG.

29. The Board discussed the resourcing plans in place to fill the vacant posts detailed in the paper and raised concerns around this being caused by an operational planning issue, however, were advised that SWPG are monitoring all recruitment and were aware of the roles – which were initially delayed whilst modelling their longer-term requirement.

30. The Board discussed the income projections detailed and heard that these are plotted at a medium level as shown due to the continued volatility of the property market and impact of the furlough scheme ending along with other relevant factors.



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31. Members noted the plans to develop an estates strategy and queried the continued tenancy at the SVP site. The group heard that there is no opportunity to break the SVP lease until 2026, so any potential changes will be considered nearer to this time and as part of a wider estates strategy when the implications of hybrid working and anticipated post-2024 ways of working are more clearly established. Discussing the MBH site, members heard potential future considerations to share the building with other SG areas or wider public sector organisations in a chargeback scheme. Similarly, it was noted that any future decisions about the role of MBH within the RoS estate will be part of the wider estates strategy.

ACTION – Corporate Director – Circulate a copy of the MBH brochure produced for SG colleagues, to show potential space sharing options.

32. The Board queried the long-term use of contingency contract workers and learned that a number have been converted to permanent roles, but that a series of roles have gone out to external recruitment a number of times and were not filled, likely due to Civil Service remuneration offers.

33. The Board heard that the problem is being addressed in part with the implementation of the 'Grow Our Own' programme but acknowledged that this would not be a fix for filling more senior digital roles.

ACTION – Corporate Director – To share the digital workforce plan with the Board for further discussion, seeking input where required.

34. The Board discussed IR35 and queried the status of current contingency workers within this scope. It was agreed that a report be brought to the December meeting of the board to discuss further.

ACTION – Head of HR – To provide an update on the IR35 status of colleagues and related reporting at December Board meeting.

35. The Board heard that the next modelling of the finance review has captured the impact of the recent National Insurance increase.

36. The Board learned that underperformance is being closely monitored and reported on regularly, with any concerns being managed on a case-by-case basis. The group also heard that the recent return to site of those unable to work effectively from home would hope to increase productivity for some staff.

37. The Board discussed the Civil Service Inclusive Diagnostic Pulse Survey and heard that results were feeding into EDI action planning within the organisation. They also heard that staff are being encouraged to fully complete their diversity data monitoring, to assist the EDI group in their focus, and agreed that Board members should also provide this data to set a good example.

ACTION– Board members to complete diversity monitoring information, to support in staff communications and to share anonymised results with staff as encouragement to complete themselves.

38. The Board thanked the Chief Finance Officer, Head of BIA and Head of People and Change for the updates.

Key Risk Register Reporting by Exception (RoSBrd2021/09/13)

39. The Keeper welcomed the Enterprise Risk Manager and Head of Risk and Information Governance to the meeting.

40. The Board discussed the people and change visual representation and noted that it was a complex landscape demonstrating a high-level view to distinguish any gaps or clusters between causes and controls across the risk register, and it will continue to develop for clarity over time.

41. Members noted the re-assessment and increased risk status of the cyber resilience key risk and heard that work is ongoing to understand and analyse for resolution – to return at a later date to discuss in terms of timeline and future possible investments.

42. Board members were reminded that a cyber resilience exercise will be imminent, and reporting will follow to the Board.

43. The Board agreed that reporting by exception was a useful way to continue reporting on these aspects for focussed discussion and thanked the Enterprise Risk Manager and Head of Risk and Information Governance for the update.

2024 Roadmap Update (RoSBrd2021/09/14)

44. The Keeper welcomed the Head of Service Design and Internal Consultant to the meeting.

45. The Board noted the progress made in developing and embedding the over-arching roadmap as a key strategic tool for governance and agreed that a discussion at the next meeting of the group will be welcomed to assess progress to date and assess how it has worked internally so far.

46. Members noted the importance of engaging internal and external stakeholders at the relevant time, to ensure support is in place as required.

Board Effectiveness Review Results (RoSBrd2021/09/15)

47. The Keeper thanked members for participating in the annual effectiveness review and welcomed comments on areas where improvements could be made to deliver greater Board effectiveness.

48. Board members were impressed with the detail of the review however noted that the 'average' scores would be better reported as a clearer, more detailed average going forward – as the majority fell into the same wider



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bracket.

49. The Board agreed that in line with the suggestion in the report, a Board skills audit should take place. The Chair welcomed any input from those who have previously completed similar exercises outwith RoS.

50. The group agreed that extending the skills audit to EMT, ARC members and C2s should be considered to build on development across leadership areas.

51. The Board raised the possibility of further member development through contact with the DG Corporate, Gartner, or other external areas that may assist to further knowledge and understanding of the wider landscape.

ACTION – Board Chair – Canvas Board members about what additional development opportunities would be useful as a collective/to individuals to improve Board effectiveness. To also consider running SG inclusive leadership champion course for the Board in December.

52. Members discussed the link between the Board and ARC, and how to ensure ARC has a clear picture of Board discussions (other than directly from the Chair). It was suggested to share Board minutes with ARC members as part of their paper pack following approval.

ACTION – Board Chair and ARC Chair – To discuss improving the link between ARC and the Board in terms of knowledge transfer and key discussions.

53. The group made the following additional suggestions for future consideration: tailoring inductions to look at specific areas of interest, running an annual NXD group session with the Keeper, Current NXD to new NXD mentoring, and measuring the impact of NXD involvement in projects more formally going forward.

54. The group also asked if there was an opportunity to hear from other organisations undertaking similar digital transformation journeys to RoS. The Chair suggested in the first instance reaching out to HMLR to invite them to share digital journey with members to see if this would provide a useful background to inform RoS digital discussions at future Board meetings.

Papers for Noting

55. The Board approved the updated Board Terms of Reference (RoSBrd2021/09/16).

56. The Board approved the updated Audit and Risk Committee Terms of Reference (RoSBrd2021/09/17).

57. The Board noted the Governance Risk Discussion Tracker (RoSBrd2021/09/18).



58. The Keeper welcomed the Benefits Manager and Enterprise Risk Manager to the meeting and the Business Development Director provided a people and workplace project update.

59. The Board noted that in line with Scottish Government guidance, we will begin a phased return of a small number of colleagues who have indicated a desire to return to the office sites from mid-September and it was highlighted that contingency plans were in place to re-exit the buildings if there was a change in circumstances, covering a variety of reasons, including additional restrictions imposed or a covid outbreak in the office.

60. The Board heard that the RoS approach to office re-openings is more targeted than that of SG generally, making attendance decisions at an Executive level to ensure essential office workers and the ability to continue to deliver the Register of Deeds are protected.

61. The Board discussed the link between the project and the estates strategy, learning that pre-Covid, discussions were already underway in relation to site sharing with SG and other public sector agencies, and that the future estates strategy will link closely with workforce size and requirements – taking into account the cultural identity of the organisation.

62. The Board heard that feedback from early returners has been positive, that a dedicated site manager is in place to ensure safeguarding and to take on-board feedback from on-site staff, and that monthly Health and Safety Inspections with EMT and Union representatives will continue.

63. The Board heard that lateral flow testing is being encouraged, but not enforced for returning staff, as extended social distancing and enhanced cleaning are in place to mitigate any spread, and essential teams were split over floors to reduce contact.

64. The Board discussed the IT infrastructure plans and heard that the data centre has considerably lessened in size so could potentially have scope to move site in the future if required.

65. The Board were assured that adequate First Aiders and Fire Marshals were on site for the number of staff in the building, and that this will be considered on an ongoing basis as more staff return to offices. Members learned that on-site first aiders have also received Covid first aid training.

66. The Board participated in a hybrid working workshop which identified the top threats and opportunities of working in a hybrid way. The Board noted that hybrid working experiments would take place over the coming months and the results of the experiments would be reported to the March Board.

67. The Board stressed that a clear long-term vision for ways of working in the future will be critical for establishing an estates strategy which can support



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that and noted that an options appraisal for the estate would be brought to the Board in the New Year.

68. The Keeper thanked the Benefits Manager and Enterprise Risk Manager for facilitating the workshops.

Vision for RoS beyond 2024 (RoSBrd2021/09/20)

69. The Keeper welcomed the Head of Service Design and Internal Consultant to the meeting.

70. The Board praised the quality of the paper, noting that it contained some really great thinking, in line with good organisational design principles. It was highlighted that over the next two to three years, having a really clear view of how our customer contact strategy will evolve to keep pace with how we deliver to our customers in the future will be key.

71. The Board noted that key business decisions are still to be made before more detailed working can be done around how the organisation will operate in the future and the number of people required to deliver these functions. The Board agreed that a corporate support strategy which details how we will deliver a business enabling corporate function should be developed to support this thinking.

72. The Board expressed an interest in seeing a more detailed view of the current and expected 2024 state in relation to cost, revenue, demand, staffing numbers and automation across the 2024 end state products. The Board stressed that it was important to avoid any optimism bias being built into the plan and robust reviews should be undertaken to avoid this. The Board noted that some great modelling has already been done and it was agreed that a more detailed view would be created to bring back to the Board in due course.

Action – 2024 working group - to populate a detailed view of the current and expected 2024 end state in relation to cost, revenue, demand, staffing numbers and automation across the 2024 end state products.

73. The Board were generally content with the down selection approach in annex B, noting that we will keep refining the process as we put it into practice and will keep Board colleagues updated on how it is evolving.

74. The Board participated in an ideas generation workshop. The Keeper thanked colleagues for participating and highlighted that a similar session would be run with the Audit and Risk Committee and wider RoS colleagues, and the results of the workshops would be fed back at a future Board.

75. The Keeper thanked the Head of Service Design and Internal Consultant for running such an engaging workshop.

Departing NXD Reflections



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76. The Keeper invited Deepa Mann-Kler to provide her departing reflections following 6 years as a Non-Executive Director at Registers of Scotland.

77. Deepa described the changes she had seen during her time as a RoS NXD, witnessing multiple milestones that have driven RoS's digital transformation. Deepa highlighted that she has loved being part of the RoS journey and is proud of the impressive high quality and daily delivery of services and products RoS provides, as evidenced through customer metrics, which goes to the heart of what it means to be human, allowing people to own homes and build lives.

78. Board colleagues praised Deepa for all of her support and thoughtful challenge, her ability to tune into the culture of the organisation and bring a different perspective to Board discussions.

79. The Keeper thanked Deepa for her reflections and for all the support she has given RoS over the last 6 years. The Keeper commended Deepa for being fully engaged right to the very end and highlighted that her contribution will very much be part of our success going forward.

Board Observer Feedback

80. The Keeper invited Elaine Melrose to provide Board observer feedback.

81. Elaine highlighted that Board colleagues have been engaged throughout the two days and praised the honesty and integrity of EMT colleagues in the way in which questions were answered, noting that the summarising of discussions at the end of each agenda item was particularly helpful.

82. The Board noted that NXD colleagues occasionally repeated each other's questions, and it was suggested that it would be helpful to resist doing so to ensure the flow of discussions continues, however, it was highlighted that the Chair did a great job ensuring everyone's questions were answered.

83. Elaine highlighted that the contribution from Audit Scotland on day 1 was valuable in reflecting back on the progress the organisation has made and how well RoS has responded to the pandemic, which really cemented our progress on the digital journey ahead of the 2024 discussions on day 2. It was also noted that there is a clear interest from all Board members in the roadmap and related people matters and having space to discuss these in full at the December board would be welcomed.

84. Elaine commended the level of scrutiny around performance throughout the two days and the appetite from the Board members to constantly improve Board effectiveness.

85. Elaine described day two as constructively playful, which challenged Board members to contribute in a different way and welcomed more opportunities like this in the future.



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86. Finally, Elaine highlighted that Deepa Mann-Kler had truly left her mark on the organisation during her 6 years as a NXD and her legacy is strong, noting that the new NXDs feel a real sense of responsibility in their time together as Board members, to make sure they do the right things, at the right time, to ensure progress and progressiveness continues.

87. The Keeper thanked Elaine for the helpful feedback.

Any Other Business

88. No other business was discussed.

Date of Next Meeting

89. The next Board meeting will take place on 14 December 2021.