



<p><b>RoS Board</b></p> <p><b>Minute of Meeting</b></p> <p><b>12 December 2023</b></p> <p><b>St Vincent Plaza (Room 11), Glasgow/Microsoft Teams*</b></p>	
<b>Chair</b>	Jennifer Henderson, Keeper of the Registers of Scotland
<b>Present</b>	<p>Chris Kerr, Director of Policy and Corporate Services and AO*</p> <p>Billy Harkness, Director of People</p> <p>Martin Burns, Director of Digital, Data and Technology</p> <p>David Blair, Director for Customer and Business Development</p> <p>Andrew Harvey, Non-Executive Director/ARC Chair</p> <p>Andrew Miller, Non-Executive Director</p> <p>Asim Muhammad, Non-Executive Director (<i>from item 4</i>)</p> <p>Elaine Melrose, Non-Executive Director (<i>from item 4</i>)</p> <p>Mhairi Kennedy, Non-Executive Director</p>
<b>In attendance</b>	<p>Chief Finance Officer (HB)</p> <p>Head of Communications &amp; Engagement (NRH)</p> <p>Senior Benefits Analyst (BI) - <i>item 6</i></p> <p>Head of Service Delivery (CG) - <i>item 6</i></p> <p>Head of Enterprise Risk Management (CI) – <i>item 7</i></p> <p>Head of Procurement and Estates (EM) – <i>item 13</i></p> <p>Project Manager and Domain Coordinator (BP) – <i>item 13</i></p> <p>Internal Consultant (FM) – <i>item 14</i></p>
<b>Secretariat</b>	Temp Head of Secretariat (ML)

### Introduction, apologies, and declaration of interests

1. The Keeper welcomed attendees to the December Board meeting and extended a warm welcome to new Board members; Martin Burns, the Director of Digital, Data and Technology, and David Blair, the Director for Customer and Business Development.
2. The Chair made members aware that Non-Executive Directors Elaine Melrose, Mhairi Kennedy, and Asim Muhammad have been reappointed for a second term as Board members.
3. No declarations of interest were made.
4. Elaine Melrose, Non-Executive Director, was designated as the Board observer.

### Agenda items to be taken in Private (*RoSBrd2023/04/01*)

5. The Board agreed the transparency recommendations as outlined in the supporting paper.

### Minute of the Previous Meeting (*RoSBrd2023/04/02*)



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6. The minutes of the Board meeting of 12 & 13 September 2023 were agreed as an accurate reflection of the meeting.

7. Members expressed interest in external Board paper publication views and learned that ISAG receive a quarterly access report that details viewing figures.

***ACTION – Director of People – To share ISAG FOI paper detailing external interest in publications with Board members for interest.***

#### **Action Log (RoSBrd2023/04/03)**

8. The Board agreed that the following actions are now complete and can be closed as proposed:

6048, 6049, 6051, 6117, 6119, 6120, 6121,6123, 6124, 6126, 6127, 6128, 6132

9. The Board agreed that the following actions are ongoing and should remain open:

6118, 6122, 6125, 6129, 6130, 6131

10. The Board noted that a People Manager Conference is scheduled to take place in February 2024, and that an invite will be extended to Board and ARC NXDs to participate if available.

11. Members discussed the focus on a strategic workforce planning current operating model review vs a future operating model implementation, and the importance of applying relevant thought to each aspect individually.

***ACTION – Keeper – To consider appropriate timing to bring back a discussion to the Board focussing on future operating models, mapping a series of transition target model operating states and identifying EOFY goals in line with planned delivery targets.***

***ACTION – Board Secretary/Keeper – Following closure of action 6048, it was agreed to circulate the EMT benefits report to the Board outwith Committee for their awareness.***

12. The Board noted that a comprehensive people update will be tabled at the March 2024 Board.

#### **Open Board Discussion**

13. The Chair introduced the unstructured discussion slot to allow free-flow of conversation on items outwith the formal agenda that are of interest to members.

14. The Director of Digital, Data and Technology and Director for Customer and Business Development shared their initial reflections on joining the organisation, sharing their thanks for a thorough induction, and noting their areas of focused interest for the next period, including SAT outcome achievement, resourcing modelling, income generation, and delivery benefit measurements and associated reporting.



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15. Members asked about the latest trends in the housing market activity and heard how appropriate action to ensure a break-even position at the end of FY 23/24 is being taken. It was noted that the FY 24/25 income will be reforecast based on the latest forecasts of housing market activity, and the affordability of delivery plans for FY 24/25 will be revisited in light of anticipated income.

16. The Board expressed an interest in understanding licensing costs, and whether holding contracts through government procurement was most cost effective. Members learned that work is underway to assess the supplier benefit and costing in this area.

17. The Board discussed progress and next steps on AI and noted interest in being kept up to date on the perceived and actual benefit measurements of implementation, and how this will affect key stakeholders.

18. The Board noted that an internal Governance review is underway to support streamlined approaches to how RoS manages its delivery.

### **Board Performance Monitoring by Exception (*RoSBrd2023/04/04*)**

19. The Chair welcomed the Senior Benefits Analyst and Head of Service Delivery to the meeting and invited the Board to discuss the exception reporting.

20. The Board noted a further positive update on breakeven positioning based on recent EMT discussions. The Board heard that some movement of spend between financial years, alongside savings identified from planned in-year spend, has identified sufficient reduction in expenditure to mitigate the forecast reduction in income this FY. A further review will be undertaken in January when Q3 figures are available and, if necessary, further savings measures will then be implemented.

21. Members noted that the current reporting dashboard is skewed disproportionately by fluctuations in dealings intake and will consider revised reporting for more clarity in the new FY to clarify actual stock movement and positioning, and to ensure market changes are not reflected in multiple indicators.

22. The Board noted the intentional overperformance in the 2023 KPI for clearing older cases as this has been a stretch plan for this FY. The overperformance in this area has deliberately resulted in an underperformance in the new cases KPI, which is reflected in wider indicators.

23. The Board noted Civil Service People Survey engagement figures but recognised that the details of these cannot yet be shared externally.

24. Members discussed varied degrees of forecasting based on available measures and heard that current income profiling is sufficient to consider approach based on market movement and flexibility to suit.

25. The Board discussed implementation plans for Embedded Title Sheet (ETS) and potential related considerations on how this may affect the long-term maintenance of the Land Register and noted that this was a considered approach based on an agreed higher risk tolerance in this area. Members heard that ETS Beta testing is due to begin in due course.



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26. The Board queried SWP flexibility based on income scenarios and noted that this would be discussed within the March Board People slot.

27. The Board reflected more generally on the language used within the report, and cautioned against overly emotive language, preferring more fact-based narrative to support the data.

***ACTION - Director of Policy and Corporate Services/Chief Finance Officer – To share January income review outwith Committee, detailing what is being taken out of the programme for this FY, and what risk implementations will relate.***

**KRR by Exception & Annual Risk Management Policy Review (RoSBrd2023/04/05)**

28. The Keeper welcomed the Head of Enterprise Risk Management to the meeting.

29. The Board discussed the People and Change delivery delay and noted that the dependencies and consequences for late delivery have been monitored and will be discussed at the upcoming SAT workshop to consider any further knock-on effects if delayed further/or prioritised. Members noted that ongoing efforts to design, build and implement the changes will be the focus over the next 18 months within the delivery area.

30. Members noted the delivery risks for the upcoming FY around people, automation, and the housing market and related interventions. The Board heard that the ISEC assurance target date has been extended to prioritise key work based on resources, financial positioning, and stretch plan priorities.

31. The Board discussed delays around progress dates for realizing the benefits of a completed land register data sharing platform, and heard that the slowdown was a conscious decision, based on prioritising key work ahead of this optional extra service.

32. The Board heard that the January Risk workshop will provide further information and clarity on fundamentals for the next FY, cost to benefit for delivery, and delivery risks, and noted that the new Directors in post will be reviewing key risks under their ownership to ensure they are satisfied with the positioning in their areas in line with this workshop.

33. The Board noted that the Business Continuity Policy annual review has been completed.

**Audit and Risk Committee Update (RoSBrd2023/04/06)**

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

35. The Board noted the ARC quarterly update and discussed salient points within the paper relating to internal and external audit. The group noted that the internal audit plan for next FY will be finalised at the February ARC.

36. The Board noted that lessons learned discussions have been undertaken with the external auditors to ensure a streamlined process going forward.



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37. The Board were advised that discussions between the ARC Chair and the Director of Policy and Corporate Services and AO are ongoing to ensure areas identified by EMT for further scrutiny or deep dive are effectively transferred to ARC with appropriate context on the rationale, for their consideration.

38. Members noted that agreement of the scope of the internal audit work around hybrid and culture has been challenging – with differing views on scope, scale and timing – however heard that a Terms of Reference has now been agreed to ensure the work is meaningful and focusses on hybrid effect on culture in a way that will allow forward traction.

***ACTION - Director of Policy and Corporate Services and AO & ARC Chair – To assess where internal audit has met difficulties within the current process and consider how best to ensure any work outsourced through SGIA achieves the intended goal and is not lost in translation upon handover.***

#### **Update on Financial Strategy Progress (RoSBrd2023/04/07)**

39. The Board noted the update and were advised that progress has moved on slightly from the written paper; with plans to consult on moveable transaction fees anticipated for early FY23/24, and to return to the Board subsequently for relevant discussion.

40. The Board heard that in line with the annual income review activity, wider statutory fees will be considered and return for Board discussion next FY, on FY 25/26 fee propositions.

41. The Board noted that the finance directorate continue to engage with Garter Professional services and hope to be able to make use of their analysis to deliver further information going forward.

#### **Corporate Plan Forward look (year 3 delivery plan) (RoSBrd2023/04/08)**

42. The Board were provided with early sight of the proposed content of the FY 24/25 delivery plan (year 3 of the 2022-2027 corporate plan). The Board discussed how the narrative for Strategic Objective 1 could be recast to focus on the priority for clearing longer-standing open casework.

43. The Board considered options for whether any KPIs should be added for year 3 and discussed the proposal for key milestone deliverables to be included in the Year 3 delivery plan for tracking and monitoring purposes.

44. The Board reviewed and commented on the initial modelling assumptions in support of the delivery plan and heard that these will be updated for the January 2024 workshop. The Board noted the overall approach and timeline for developing the Delivery Plan 2024-2025.

45. Overall, the Board agreed that the most important aspect of the final delivery plan content is to provide clarity for colleagues and stakeholders on what RoS is committing to deliver, and that colleagues and stakeholders know how the associated delivery will



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be tracked and measured.

46. The Keeper expressed her thanks to members for the range of views and advice provided during this agenda item and confirmed that the discussion had provided a useful foundation to assist in the development of the specific narrative and KPI targets for further review at the upcoming January Risk and Delivery Planning workshop.

#### **Estates Strategy (RoSBrd2023/04/09)**

47. The Keeper welcomed the Head of Procurement and Estates and the Project Manager and Domain Coordinator to the meeting.

48. The Board noted that this work has been ongoing, however aligns to current SG considerations in rationalising their estate and Single Scottish Estate principles, and SGs production of a Glasgow hub site.

49. The Board were asked to consider ranking of the provided criteria however suggested that a clear proposition on RoS estate requirements to conduct BAU business is first required in order for decide on the most important criteria that should be used to evaluate potential estate options.

***ACTION – Head of Procurement and Estates – To bring back a clear view of RoS business requirements defining baselines for the next 3-5 years, to inform next steps on estate considerations, alongside a flowchart detailing what decisions need to be made, and related timescales for completion/decision.***

#### **Supporting Services Reform - Early Discussion (RoSBrd2023/04/10)**

50. The Keeper welcomed the Internal Consultant to the meeting and noted that the work outlined is in early stages, however Board members are welcome to reach out offline should they wish for a further in-depth discussion in regards to this work.

51. The Board noted that benchmarking has no direct comparative organisations, however looking at similarly shaped, positioned, and sized organisations within similar sectors is providing sufficient information to benchmark effectively, alongside revenue comparisons on income and scale.

52. The Board were advised that the initial scoping work will include analysis on driving factors to consider current BAU alongside requirements for future vision, public sector reform, and external stakeholder requirements.

53. Members noted that the project intention is on providing clarity on what RoS deliver and enabling functions that support, so any changes in what we deliver could be easily assessed in terms of what would drive a change in back-office requirements and where.

54. The Board noted that a further discussion will be tabled at the March board to inform work on the delivery plan following completion of this scoping work.

#### **Update on EMT Development and Embedding**



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55. The Keeper noted that the Executive Management Team have been taking a refreshed approach to ongoing development and formation of the EMT following the completion of the initial inductions of the Director of Digital, Data and Technology and Director for Customer and Business Development.

56. The Chair provided an update on the Director of Operational Services post.

### **Papers for Noting**

57. The Board noted the following papers:

- Governance Risk Discussion Tracker (*RoSBrd2023/04/11*)
- CSPA Results – First Look (*RoSBrd2023/04/12*)
- Procurement Annual Report (*RoSBrd2023/04/13*)
- 2024 Board Dates (*RoSBrd2023/04/14*)

### **Items to be delegated to ARC**

58. No items were delegated to ARC.

### **Board Observer Feedback**

59. The Chair invited Elaine Melrose, Non-Executive Director, to provide Board observer feedback.

60. The Board observer noted that the approach to performance reporting on themes was helpful and kept conversations focussed, and welcomed the discussions around refinement of reporting, contextualisation and narrative balance as reporting develops.

61. The Board observer thanked new members for bringing a new perspective to discussions and encouraged them to continue bringing a refreshed approach to conversations as their organisational knowledge and embedding matures.

62. The Board observer questioned the value added to some early papers presented in meeting and cautioned against bringing update papers for discussion that do not have a specific contribution requested from the Board to shape work or decisions. The Chair advised that early sight was provided to validate scope and provide any early steer or concerns, however noted they will continue to consider how best to bring such papers going forward and in a timely manner to make best use of colleagues input – whether it be in the open discussion slot less formally, outwith Committee, or for noting.

63. The Board observer noted that the Chair successfully guarded against circular discussions but flagged that members should self-regulate more on this basis to move forward conversations efficiently.

### **AOB**

64. The Keeper expressed her thanks to the Board and interim Board Secretary, for their valued support and contribution throughout the course of the year and wished members a restful Christmas and Happy New Year for 2024.

### **Date of Next Meeting**



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65. The next Board meeting will take place on 14 & 15 March 2024 at Meadowbank House, Edinburgh.

66. The Board are also reminded that a Year 3 Delivery Planning and Corporate Risk Workshop is scheduled to take place at Meadowbank House, Edinburgh on 16 January 2023