



RoS Board Minute of Meeting 08/09 March 2022 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 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) Head of Information Governance (AK) Head of IT Enablement (PC) – item 5 Head of IT Development (TB) – item 5 Head of Service Design (HB) – items 5 & 8 – 11 Head of Talent and Enablement (LM) – item 6 Interim Head of Organisational Development (BM) – item 6 Head of People and Change (SW) – items 6 – 11 Head of Customer Experience (IM) – item 8 Head of Programme Management Office (JM) – item 8 Head of Corporate Communications (NRH) – item 8 Head of BIA (CG) – items 8 - 11 Head of Risk and Information Governance (AR) – item 13 Head of Enterprise Risk Management (CI) – item 13 DG Corporate (LF) – item 19 PCS Branch Chair (KB) – item 20 PCS Deputy Branch Chair (JJ) – item 20 SG Senior Learning and Development Partner (JK) – item 24
Apologies	None
Secretariat	Head of Secretariat (LM) EA to the Registration and Policy Director (RB)

Introduction, apologies and declaration of interests

1. The Keeper welcomed everyone to the March Board meeting. A warm welcome was extended to the Head of Information Governance and Executive Assistant to the Registration and Policy Director, who were in attendance as observers for day 1 of the Board.



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2. No apologies were received.
3. No declarations of interest were made.
4. Mhairi Kennedy, Non-Executive Director, agreed to be the Board observer.
5. The Board had a discussion on the current crisis in Ukraine and RoS's response to sanctions and were content with the actions that RoS had taken to date. The Keeper agreed to keep Board colleagues updated on this subject as required.

Agenda items to be taken in Private (*RoSBrd2022/03/01*)

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

Minute of the Previous Meeting (*RoSBrd2022/03/02*)

7. The minute of the meeting of 14 December 2021 was accepted as an accurate reflection of the meeting.

Action Log (*RoSBrd2022/03/03*)

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

4838, 4949, 5022, 5023, 5024, 5025, 5026, 5027 and 5028

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

4945, 4946, 4947, 5029

Digital Update (*RoSBrd2022/03/04*)

10. The Keeper welcomed the Head of IT Enablement, Head of IT Development and Head of Service Design to the meeting.

11. The Board heard an update on the latest cyber security actions that have been taken in response to the Ukrainian crisis and were supportive of the actions that have been taken to date. The Board questioned whether RoS have a heightened state of readiness in anticipation of a cyber incident and noted that the standard incident management process would be used in the case of a cyber incident. The Board noted that the Executive Management Team (EMT) considered our incident management process recently and were content with the current measures in place. EMT agreed to keep it under review as the threat evolves.

12. The Board noted that the Audit and Risk Committee have participated in a deep dive into the cyber incident management audit work that has recently taken place and are tracking any actions to completion. It was agreed that a cyber update would be brought to the Board once the cyber response work is



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complete to provide reassurance around our recovery plans in a worst-case scenario.

Action – Cyber update to be provided to the Board once cyber response work is complete, to provide further assurances around recovery plans in a worst-case scenario.

13. The Head of IT Enablement provided a high-level overview of RoS's digital structure, strategy and costs, and welcomed any questions. The Board commended the good work that has taken place to mitigate the risks in the digital estate and stressed the importance of measuring other benefits going forward, both financial and non-financial. The Board stressed the importance of tracking productivity improvement, and cultural benefits, both to customers and colleagues.

14. The Board noted the permanent vs contractor resource in the digital area and the desire to move away from the reliance on contractors, as part of the digital workforce plan. However, it was highlighted that the market is extremely competitive at present, particularly for senior roles, and benchmarking work is ongoing to inform proposals around changes to pay and grading, which will be shared with the Board when complete.

Action – Corporate Director to share the digital benchmarking work and any proposals around changing pay and grading in the digital area when complete.

15. The Board highlighted the high-risk items on the sustainability heatmap and noted the plans to mitigate these risks. The Board agreed it would be helpful to be kept informed of any fundamental changes to the heatmap as things progress.

16. The Board stressed the importance of ensuring all of our registers are running as efficiently as possible, particularly where they don't cover their own cost. It was noted that each domain has a senior product owner who is accountable for costs and investment decisions, and methodology is in place to allow us to monitor exactly how much it costs to run each of our domains and registers, and this is regularly monitored.

17. The Board highlighted the importance of monitoring our productivity measures and demonstrating that the work ongoing will enable people to work more efficiently going forward, as well as driving our costs down.

18. The Keeper thanked the Head of IT Enablement, Head of IT Development and Head of Service Design for the helpful update and agreed that the Board would like to be kept updated on benefits realisation, digital workforce planning, the sustainability heatmap journey, cost recovery and productivity measures going forward.



19. The Keeper welcomed the Head of People and Change, Head of Talent and Enablement and Interim Head of Organisational Development to the meeting and thanked them for the helpful accompanying papers.

20. The Board noted the ongoing activities that were detailed in the paper and stressed the importance of prioritising and sequencing the activities, ensuring each activity has a realistic list of activities to be completed and the timescales associated. The Board stressed the importance of the people activities driving the culture change we would like to achieve and agreed it would be helpful to monitor this activity as a Board, to ensure it is moving us in the right direction.

21. The Board noted that the People Strategy is reviewed annually and hasn't changed for the past three years. It was agreed that the publication of the new Corporate Plan should drive any changes to the People Strategy, to ensure that the plan and strategy align to deliver our objectives.

22. The Board noted that a Strategic Workforce Planning (SWP) discussion would be brought to the June Board, where we would have a more in depth look into the levers we have available to deliver the SWP and how effective each of the levers is likely to be.

23. The Board noted that benefits realisation work was ongoing in this area and a dedicated data analyst would be used to support this work going forward. It was highlighted that the People Dashboard would be updated to align to benefits realisation, to allow the Board to monitor the progress on people activities. The Board stressed the importance of ensuring that we track the metrics that people activities are delivering, including financial performance and wellbeing.

24. The Board agreed that if the people activities we are striving to achieve are the same activities that would allow us to reach IIP Platinum, then we should endeavour to achieve this recognition alongside our planned work, however, it was stressed that we should not look to achieve IIP Platinum where the activities required would divert us from our current plan.

25. The Keeper thanked the Head of People and Change, Head of Talent and Enablement and Interim Head of Organisational Development for the helpful update and highlighted that we will be having more People discussions at the Board in the year ahead.

Corporate Plan Update (*RoSBrd2022/03/07*)

26. The Keeper welcomed the Head of Customer Experience, Head of Programme Management Office, Head of Corporate Communications and Head of Business Intelligence and Analytics to the meeting.

27. The Board noted the qualitative measures in the plan and stressed the importance of ensuring they, as a Board, had visibility of the numbers that sit behind the corporate plan too in order to measure RoS performance. The



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Board were pleased to note that there are detailed numbers which sit behind the designed version that will be made available to the Board for monitoring on a quarterly basis. It was agreed that as the first paper is developed for the June Board, it should be ran past Andrew Miller, to ensure he is content that the paper includes all that the Non-Executive Directors will need to monitor performance.

Action – Accountable Officer to run the planned Corporate Plan Board Reporting approach past Andrew Miller ahead of the June Board, to ensure the paper contains enough detail to allow Non-Executive Directors to monitor performance.

28. The Board highlighted that page 10 of the corporate plan required some further thought to ensure that the financial diagram and supporting narrative would be understood by a wide range of audiences.

Action – Accountable Officer to consider the financial diagram and supporting narrative on page 10 if the Corporate Plan to ensure it is understood by a wide range of audiences.

29. The Board were pleased with the illustration on page 12, which described the changes customers and colleagues should expect to see throughout this corporate plan and stressed that where commitments have been made here, it is important that these are delivered. It was suggested that it might be helpful for the items called out on page 12 to be baselined, in order to allow us to measure our journey towards achieving them.

Action – Accountable Officer to consider how to baseline and measure the illustration on page 12 of the corporate plan, to ensure the Board can track delivery.

30. The Board stressed the importance of communications to ensure the strategic objectives and KPIs that sit behind them are understood correctly and noted that the communications for internal colleagues and external stakeholders will need to be tweaked to suit the audience.

31. The Board noted that the Keeper's foreword was currently in draft, and any further feedback was welcomed and should be sent to the Keeper by email for consideration ahead of finalising.

32. The Keeper thanked the Board for the helpful feedback and thanked the Accountable Officer, Head of Customer Experience, Head of Programme Management Office, Head of Corporate Communications and Head of Business Intelligence and Analytics for their hard work on getting the Corporate Plan to this stage.

KPI Data, Financial Update & People Dashboard (RoSBrd2022/03/08) (RoSBrd2022/03/09) & (RoSBrd2022/03/10)

33. The Board noted the KPI, Financial and People dashboard updates.

KPI, Finance & People Reporting by Exception (RoSBrd2022/03/11)



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34. The Board discussed the reporting by exceptions paper. The Board noted that we expect to achieve a 3% unit cost reduction on statutory products across the next financial year and stressed the challenges that may be faced around this, including inflation and housing market activity. It was agreed that future finance reports should call out clearly whether we are on track to meet this unit cost reduction.

Action – Chief Finance Officer to ensure future Board finance reports call out clearly whether we are on track to meet the 3% unit cost reduction across the year.

35. The Board praised the resourcing team for the success in the recent AO campaign and highlighted an interest in seeing the diversity and inclusion stats of this campaign. The Keeper highlighted that she had received a presentation on the EDI stats of this campaign and was pleased to report that we had attracted a good proportion of applications from people from underrepresented backgrounds for this campaign and that candidates were successful in the proportions of which they applied. The Keeper agreed to circulate this presentation to the Board for information.

Action – Keeper to circulate the AO recruitment campaign EDI presentation to Board colleagues.

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

Roadmap Reporting by Exception (RoSBrd2022/03/12)

37. The Head of Service Design presented the roadmap reporting by exception paper and noted that this was a standing agenda item going forward and the reporting will evolve based on the feedback received.

38. The Board questioned why initiative 12 (automation business plan) was red and noted that it hadn't been produced yet due to the complexities around the suite of automation expected to be delivered over the years. It was noted that in order to move this forward it would be broken down to a core land register product approach, detailing the automation expected for each product and the outcomes of automation expected. The Board noted that a plan would be in place for Dealings by the end of the financial year and an update on progress would be provided at the June Board.

Action –Registration and Policy Director to provide an update on the automation business plan progress at the June Board.

39. The Board agreed that it would be helpful if the report could call out the following areas going forward:-

- Red Items – explain the reason that it is red and what action is being taken to get it back on track.
- New Projects – call out any new projects that have been added since last reported.



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- Delays – call out any items that didn't get delivered in the quarter it was expected to be delivered in, and detail what action is being taken to get it back on track.

40. The Board agreed it may be helpful to invite a Non-Executive Director to attend quarterly performance reviews on a rotating basis, to get a sense of what work is taking place to review the roadmap and delivery of the strategic objectives. The Keeper nominated Andrew Harvey to attend the first meeting in the new financial year.

Action – Andrew Harvey to be invited to attend the first quarterly performance review of the new financial year and if deemed helpful, NXD attendance to be rotated at these meetings going forward.

41. The Keeper thanked the Head of Service Design for the update and looked forward to seeing the next iteration of the roadmap reporting at the June Board.

Audit and Risk Committee Update (RoSBrd2022/03/13)

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

43. The Board noted that a new Internal Audit Manager has been appointed on an interim basis. A substantive appointment has been made and will take effect from April 2022. In addition, the Director of Internal Audit and Assurance has been attending recent meetings, which has strengthened the insight available to the Committee.

44. The Board noted that ARC reviewed the updated management responses to the data management internal audit report and the Committee is now entirely content that there is an appropriate, agreed set of responses and is grateful for the way in which the RoS team approached this task. ARC will continue to monitor delivery of these actions in the usual manner.

45. The Board noted that the ARC effectiveness review has taken place and the results will be reported to the Board in due course. A key outcome of the review was for the Committee to undertake a full review of its terms of reference to ensure it is set up to act appropriately and independently, is effectively supporting the Board and EMT and has appropriate escalation routes in place. It was noted that a Board member would be invited to participate in this exercise.

46. The Board noted that the ARC Chair has joined a network of Audit Chairs, which shares good practice across public sector bodies.

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

Key Risk Register (KRR) Reporting by Exception (RoSBrd2022/03/14)

48. The Keeper welcomed the Head of Risk and Information Governance and Head of Enterprise Risk Management to the meeting, who introduced the KRR paper.



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49. The Board noted that since the paper was submitted, the likelihood of key risk 4 had reduced, resulting in the overall score reducing and the risk turning from red to amber. The Board praised the work that has taken place on route to target and agreed that ARC can get good assurance by focussing in on the work taking place on these areas.

50. The Board highlighted the importance of ensuring the risk team have sight of the roadmap and any associated risks that may arise there due to delays and noted that this was captured as part of the BAU delivery. The Board was pleased to hear this already happened and stressed the importance of ensuring that there wasn't any disconnect between the risk reporting and roadmap reporting by exception.

51. The Keeper thanked the Head of Risk and Information Governance and Head of Enterprise Risk Management for the update.

Transparency Review (*RoSBrd2022/03/15*)

52. The Head of Information Governance introduced the transparency review paper.

53. The Board praised the work that has taken place to increase our transparency to date and stressed the importance of reviewing this regularly and ensuring we are keeping pace with the direction of travel across the public sector, dictated by the model publication scheme. The Board were pleased to hear that this review found that the majority of our Board papers are published and that those withheld from publication had been fully considered, consistent with the agreed policy.

54. The Board agreed the recommendations in paragraphs 14 and 15 of the paper and agreed this should be reviewed on an annual basis going forward.

55. The Keeper thanked the Head of Information Governance for the thorough review and helpful paper.

Papers for Noting

56. The Board noted the Governance Risk Discussion Tracker and noted that a stakeholder engagement discussion was scheduled to take place at the June Board. (*RoSBrd2022/03/16*)

57. The Board noted the Financial Delegations 2022 paper. (*RoSBrd2022/03/17*)

Items to be Delegated to the Audit and Risk Committee

58. No items were delegated to the Audit and Risk Committee.

Board Observer Feedback



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59. The Keeper invited Mhairi Kennedy, Non Executive Director, to provide Board observer feedback.

60. Mhairi highlighted that the Board papers were issued on time and the inclusion of the page numbers on the Board pack was extremely helpful. It was highlighted that there was pre work required for the Championing Inclusive Cultures agenda item and it would be helpful if any pre work is highlighted in any covering email when circulating the papers going forward.

61. It was highlighted that the conversations throughout the morning were appropriate and challenging, with good links between how the Board and ARC work comes together. The Q&A sessions during the people and digital updates were welcomed and it was noted that these sessions ran more or less to time, with comfort breaks allocated at the right times.

62. Overall, Mhairi summarised that there was good and diverse challenge throughout the day, with both NXD and EMT members present and involved in the discussions. Mhairi praised the Keeper for a very well chaired and interesting Board meeting.

63. The Keeper thanked Mhairi for the helpful feedback.

NXD Private 1:1 with the Director General Corporate

64. NXD Board members had a private 1:1 with the Scottish Government Director General Corporate.

NXD Private 1:1 with the Public and Commercial Services Union

65. NXD Board members had a private 1:1 with the RoS Branch Chair and Deputy Branch Chair of PCS.

Board Skills Audit Results (*RoSBrd2022/03/18*)

66. The Keeper presented the Board skills audit results paper, thanked Board members for facilitating in the survey and welcomed any feedback.

67. The Board felt that there was a healthy roundedness of the skills and experience across Board members currently and it wasn't felt that there were any gaps of significant concern. It was highlighted that this balance would need to be continuously monitored as the Board evolves.

68. The Board noted that there are a number of external relationships where we are able to seek advice in specific areas, as detailed in the paper, and the Keeper advised that a deep dive into stakeholder engagement would take place at the June Board, which will also make it clear how we engage with external stakeholders for advice and input into our work.

69. The Keeper stressed that if any additional topics come up during Board discussions, where Board colleagues felt that external advice would be recommended, they should highlight these areas to the Keeper for consideration.



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70. The Board noted that some Board members have participated in team management profiling previously and it was agreed that it would be helpful to re-run this to include the new Board members results, to ensure we have visibility of the overall landscape of the Board. It was stressed that whoever is contracted to run the activity should be well briefed in advance to ensure they understand our needs.

Action – Keeper and Head of Secretariat to arrange for Board members to participate in team management profiling. Keeper to ensure any contracted company is well briefed ahead of the activity taking place.

71. The Keeper encouraged Exec colleagues to use the results of this survey to identify the most appropriate NXD to support them in the work they are doing, where it aligns to their expertise.

72. It was highlighted that the Keeper will consider the results of the survey alongside how she envisions the Board to evolve as we progress towards 2024, and this will inform any development or recruitment requirements for the Board going forward. She also welcomed any thoughts from Board members on any areas of development that they think are required, which will help to inform any development proposition.

73. The Keeper thanked Board members for participating in the survey and subsequent discussions and noted that the Audit and Risk Committee members would also be invited to participate in the survey, so we can see the expertise available across ARC members, as well as the Board.

Championing Inclusive Cultures Training (RoSBrd2022/03/19)

74. The Board participated in Championing Inclusive Cultures training, which was led by a Scottish Government Senior Learning and Development Partner.

75. The Board were asked to reflect on what they had heard throughout the session and let the Keeper know if they had any thoughts on anything else we could do as a Board to be more inclusive. It was agreed that the Board observer feedback going forward should call out specific observations around inclusion at each meeting.

76. The Board thanked the Scottish Government Senior Learning and Development Partner for the thought-provoking session.

NXD Private 1:1 with the Keeper

77. NXD Board members had a private 1:1 with the Keeper.

Date of Next Meeting

78. The next Board meeting will take place on 14 June 2022 at St Vincent Plaza, Glasgow.