



<p>RoS Board</p> <p>Minute of Meeting</p> <p>14/15 March 2024</p> <p>Meadowbank House, Edinburgh/Microsoft Teams*</p>	
Chair	Jennifer Henderson, Keeper of the Registers of Scotland
Present	Chris Kerr, Director of Policy and Corporate Services and AO* Martin Burns, Director of Digital, Data and Technology David Blair, Director for Customer and Business Development Andrew Harvey, Non-Executive Director/ARC Chair Andrew Miller, Non-Executive Director Asim Muhammad, Non-Executive Director Elaine Melrose, Non-Executive Director Mhairi Kennedy, Non-Executive Director (<i>day 2 only</i>)
In attendance	Chief Finance Officer (HB) Head of Communications & Engagement (NRH) Internal Consultant (FM) (<i>day 1 AM and day 2</i>) Head of Business Development and Land Register Completion (ND) – <i>item 5</i> Senior Benefits Analyst (BI) - <i>item 6</i> Head of Service Delivery (CG) - <i>item 6</i> Head of Finance - Financial Management and Finance Business Partnering (AB) – <i>items 6, 10 & 11</i> Head of Enterprise Risk Management (CI) – <i>item 7</i> Principle Designer (BM) – <i>ETS Overview</i> Head of IT Enablement – <i>item 12</i> DG Corporate – <i>item 18</i> PCS Assistant Secretary – (SW) – <i>item 19</i> PCS Assistant Secretary – (BH) – <i>item 19</i> Head of People and Change – <i>items 21 – 24</i> Head of Human Resources – <i>items 21 – 24</i> Head of Talent and Enablement – <i>items 21 – 24</i> Head of Organisational Development – <i>items 21 – 24</i> We Invest In People External Assessor - <i>items 21 – 24</i>
Secretariat	Head of Secretariat (LM) Executive Assistant to the Director of Policy & Corporate Services and Accountable Officer (MH) (<i>observer</i>)
Apologies	Billy Harkness, Director of People Mhairi Kennedy, Non-Executive Director (<i>day 1</i>)

Introduction, apologies, and declaration of interests

1. The Keeper welcomed attendees to the March Board meeting and extended a warm welcome to the Executive Assistant to the Director of Policy & Corporate Services and Accountable Officer and Internal Consultant who were observing the meeting as part of their development, and round table introductions took place.



2. The Keeper extended a warm welcome back to the Head of Secretariat at her first Board meeting following her return from maternity leave and wished Asim Muhammad, Non-Executive Director, Ramadan Mubarak.

3. The Chair noted that apologies had been received from Mhairi Kennedy, Non-Executive Director for day 1 and Billy Harkness, Director of People for both days. The Keeper highlighted that the Director of People had noted his intention to retire in June and the June Board would be his last meeting.

4. The Keeper highlighted that there had been a RoS wide policy change in relation to the use of alcohol at RoS Events and therefore there would be no alcohol purchased at Board dinners going forward.

5. No declarations of interest were made.

6. Martin Burns, Director of Digital, Data and Technology, was designated as the Board observer.

Agenda items to be taken in Private (RoSBrd2024/01/01)

7. The Board agreed most of the transparency recommendations as outlined in the supporting paper, with the exception of agenda items 21 – 24, the people workshop. The Board agreed that as these papers were provided in support of a workshop that was reviewing draft strategies, that would ultimately be published externally when finalised, it felt appropriate to withhold the papers from publication at this stage due to the draft nature and only publish the PowerPoint slides that supported the session.

Minute of the Previous Meeting (RoSBrd2024/01/02)

8. The minutes of the Board meeting of 12 December 2023 were agreed as an accurate reflection of the meeting.

9. The Keeper noted that the Board papers aren't currently published externally until the supporting minutes are approved at the next meeting and highlighted that she would consider whether there is a timelier way to be transparent and would bring a proposal back to the Board in June to seek views.

Action – Keeper to consider whether there is a timelier way to be transparent when publishing Board papers externally that doesn't require a 3-month delay to ensure the associated minute is published alongside the papers.

Action Log (RoSBrd2024/01/03)

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

6118, 6122, 6125, 6129, 6131, 6200, 6201, 6202, 6203, 6204, 6228, 6229, 6230, 6231, 6232, 6234, 6235, 6236.

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



6130, 6205, 6233.

12. The Board agreed it would be helpful to bring an update to the Board about where AI's next iteration of digital technologies may be relevant to RoS and how we could consider this to support delivery, if appropriate.

Action – At the appropriate time, Director of Digital, Data and Technology to bring an update to the Board on where AI's next iteration of digital technologies may be relevant to RoS and how we could consider this to support delivery, if appropriate.

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.

Current Operating Model (RoSBrd2024/01/04)

14. The Chair welcomed the Head of Business Development and Land Register Completion to the meeting and invited the Director for Customer and Business Development and Internal Consultant to introduce the paper.

15. The Board noted that the current operating model had been developed as a baseline for future planning, in particular a Target Operating Model for 2030.

16. The Board stressed the importance of understanding scale, including scale of customers accessing services and the coping scale of resource that is attached. There was also an interest in seeing the scale of statutory vs non statutory services and what the appetite might be to change the ratio. The Chair highlighted that scale is represented by the size of the boxes on the model.

17. The Board noted that the results that the current operating model is expected to deliver is represented by the current KPIs.

18. The Board discussed the use of results targeting in order to change the shape of the operating model and agreed that a deeper dive into this should be held at the September Board meeting.

Action – Board Secretary to add a Results Targeting Workshop to the September Board meeting agenda to start discussions around what targets we need to set in order to assist RoS in reaching the target operating model in 2030.

19. The Board noted that a governance review is ongoing which will empower subcommittees of the EMT to make more decisions, allowing delivery to continue at pace. An update will be presented to the June Board to provide assurances that we have the right management and governance structure in place to deliver this.

20. The Board suggested that it may be helpful to view the COM with a 'pounds, people and value' lens.

21. The Board discussed the measuring of contribution and agreed that for each area we need to be rigorous around the best value assessment for contribution,



ensuring any assessments are made in an objective way to allow informed decisions to be made.

22. The Board stressed the importance of ensuring that each Team in RoS has a service plan so that each colleague is clear on what they are responsible for delivering and how this will be measured.

23. The Board suggested greying out areas in the operating model once they are in their optimised state to encourage colleagues to focus on areas where improvement change is needed. It was also suggested that a visual representation of movement would be helpful to demonstrate where we are, where we are going and what the rationale for change is.

24. The Board noted that an Interim Operating Model would be created and presented to a future Board, with any changes visually distinguished.

25. The Board noted that a Backbrief would be presented to the June Board.

26. The Keeper and Head of Secretariat agreed to consider the discussions that would benefit from referring to this diagram when planning future Board agendas.

27. The Chair thanked the Head of Business Development and Land Register Completion, Director for Customer and Business Development and Internal Consultant for the excellent paper and noted that the Current Operating Model would be finalised and then will move to an Interim Operating Model.

28. The Chair welcomed Non-Executive Director advice and guidance where they have first-hand experience of organisations successfully moving a current operating model to an interim model.

Performance Monitoring (RoSBrd2024/01/05)

29. The Chair welcomed the Senior Benefits Analyst, Head of Service Delivery and Head of Finance - Financial Management and Finance Business Partnering to the meeting and invited the Board to discuss the exception reporting.

30. The Accountable Officer provided a verbal update on the latest financial position.

31. The Director for Customers and Business Development highlighted that we have recently concluded our Customer Satisfaction Surveys and the results for both citizens and professionals have exceeded the targets we set, which is a tremendous result for the organisation. The Board noted that the full results would be presented to the June Board for noting.

32. The Board questioned the stock levels for 2018 cases and noted that the oldest cases were progressing well in transfers of part, however, first registration and voluntary registration cases were progressing more slowly due to their complexity, as the cases that are left tend to be large estates. The Board were reassured that expedite is working well where there is any urgency around registration.

33. The Board noted that dealings are impacted most significantly when the housing market drops, and the Board expressed a desire to see volumes of intakes over the last



year financial year (23-24) split by categories, in order to better understand what percentage of our cases are made up by dealings.

Action – Accountable Officer to share the total volume of registration intakes over the financial year (23-24) split by categories.

34. The Board noted that the stock and financial data is outdated between when the papers are circulated and the meeting takes place and requested that a half page updated summary is circulated to the Board the day before the meeting.

Action – Keeper to consider issuing a half page summary of financial and stock data the day before each Board meeting to ensure the latest position is discussed.

35. The Keeper thanked the Senior Benefits Analyst, Head of Service Delivery and Head of Finance - Financial Management and Finance Business Partnering, Accountable officer and the Director for Customers and Business Development for the updates.

KRR by Exception & Annual Risk Management Policy Review (RoSBrd2024/01/06)

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

37. The Board noted that the financial savings identified in order to break even had predominantly been found in the DDAT space and questioned whether savings were being found in corporate areas as well. The Board was reassured to hear that work was ongoing across all areas of the business to understand where financial savings could be made.

38. The Board heard that automation should allow us to create a workforce that is product agnostic, however, work is required to develop colleagues to work across different registers.

39. The Board questioned whether risks 12 and 13 were in fact risks rather than opportunities and received a further update on why the business development plans have potential to affect our key risk profile.

40. The Board highlighted a particular interest throughout the year ahead in keeping an eye on risks that can impact our year 3 delivery plan.

41. The Board expressed an interest in hearing more around business continuity arrangements and it was agreed that a briefing would be shared outwith committee.

Action – Head of Enterprise Risk Management to create a briefing on business continuity arrangements to share with the Board.

Audit and Risk Committee (ARC) Update (RoSBrd2024/01/07)

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

43. The board noted that the internal audit report on hybrid working and culture was delayed, but would be discussed at the ARC informal meeting on 26 March, meaning that all internal audit work has been completed and reviewed in the course of the financial year



44. The Board noted that the committee had agreed the draft 2024/5 internal audit plan and is content that it is relevant, appropriate and proportionate, planned to focus on the most important matters identified in the Key Risk Register.

45. The Board noted that an ARC deep dive on leadership and succession planning would take place this financial year and that we would be looking to recruit 2 new ARC members and 1 ARC Chair designate in the next few months.

46. The Chair thanked the ARC Chair for the update.

ETS Overview

47. The Board had a working lunch where the Principal Designer provided an overview of the benefits of the embedded title sheets initiative.

Corporate Delivery Plan Year 3 Final Review and Sign-off (RoSBrd2024/01/08)

48. The Head of Finance - Financial Management and Finance Business Partnering joined the meeting and the Head of Communications and Engagement introduced the paper.

49. The Board suggested that the Keepers foreword could be strengthened by including a line about the reshaping of the leadership team, the focus on the three big 'rocks' to improve performance, and by detailing that we have achieved what we expected to achieve in the year past and how we expect to continue delivery in the year ahead. The Keeper agreed to work with the Head of Communications and Engagement to include these points.

50. The Board noted that work was ongoing to ensure each area of the business understands how it is directly contributing towards the delivery of the three 'rocks'. It was agreed that an overview of how the corporate service areas are supporting the front line delivery will be shared with the Board, including details of where business areas are delivering the same outputs whilst being under resourced.

Action – Keeper, Accountable Officer and Director for Customers and Business Development to consider how best to present an overview of how the corporate service areas are supporting the front line delivery to the Board, including details of where business areas are delivering the same outputs whilst being under resourced.

51. The Board suggested being more open within the delivery plan about the work that has been done to model scenarios based on events outwith our control and it was agreed that this would be strengthened.

52. The Board recognised the good work that is ongoing to invest in our people to drive productivity and suggested adding more detail into the plan around this work, including the employee value proposition, reskilling approach and strategic workforce planning work that is ongoing.



53. The Board heard an update from the Director of Digital, Data and Technology on how EMT reviewed the 'below the line' items and the non-executive Directors felt assured that the process seemed sufficiently rigorous. The Board agreed that where items have been stopped or paused and we have an opportunity to restart something, we need to have a strong prioritisation matrix in place to assist with the decision making.

Action – Keeper to seek Board input on a prioritisation matrix at the June Board meeting to assist with decision making around which activities should be restarted if the opportunity allows.

54. The Board noted that work was ongoing between EMT and C2s to map out the journey of RoS in future years and the Board would be given early sight of plans once finalised.

55. The Keeper thanked the Board for the input and noted that she would work with the Head of Communications and Engagement to update the year 3 delivery plan in line with the feedback received

56. The Keeper also expressed her thanks to The Head of Finance - Financial Management and Finance Business Partnering for her hard work on the corporate plan, particularly given she only joined RoS 2 months ago.

Financial Delegations (RoSBrd2024/01/09)

57. The Keeper invited the Chief Finance Officer to present the paper.

58. The Board agreed the financial delegations set out in Annex A and noted the change in approach to issuing letters and reasoning behind this, although stressed the importance of ensuring there is no unnecessary bureaucracy.

High Value Contract Renewal (RoSBrd2024/01/10 & RoSBrd2024/01/11)

59. The Keeper welcomed the Head of IT Enablement to the meeting, who introduced the paper AWS paper.

60. The Board were supportive of the recommendation to endorse a three-year contractual term with AWS via the Crown Commercial Services (CCS) Memorandum of Understanding (MOU), One Government Value Agreement (OGVA).

61. The Board noted the risk around a significant decline in the value of the US dollar relative to the GBP occurring, resulting in notably reduced costs for consuming AWS services and agreed work should be done to consider risk mitigations, particularly with the upcoming USA elections.

Action – Chief Finance Officer, Accountable Office, Director of Digital, Data and Technology and Head of IT Enablement to consider how we can mitigate the risk within the AWS contract of a decline in the US dollar relative to GBP.

62. The Board thanked the Head of IT Enablement for the update.

63. The Director for Digital, Data and Technology presented the Gartner contract renewal paper.



64. The Board questioned how we drive and measure the value of the contract and stressed the importance of ensuring the contract supports outcome efficiency and effective delivery, without straying into consultancy.
65. The Board questioned whether the number of seats in the digital area could be reduced. It was agreed that EMT would consider reducing the number of seats within the digital contract.
66. The Board questioned how we maximise the use of the Gartner contract to gain value as a Board.
67. The Board noted that a paper would be presented to the June Board on whether we should use Gartner in other areas, such as HR and Communications.
68. The Board noted that an annual review would be built into the 3 year contract and RoS would not be committed to the same scale year on year.
69. The Board were supportive of the recommendation, however, EMT agreed to consider how we measure value and the possibility of reducing the number of seats. The Board also expressed a desire to have sight of high value contract renewals earlier in the decision making process in future.
70. The Keeper thanked the Board for their input and agreed to take this forward with EMT.

Papers for Noting

71. The Board noted the following papers:
- Governance Risk Discussion Tracker (*RoSBrd2024/01/12*) – The Board noted that the tracker had been updated to align with the updated risks and would therefore report on these risks from this meeting onwards.
 - Transparency Publication Review (*RoSBrd2024/01/13*)
 - Audit and Risk Committee Terms of Reference (*RoSBrd2024/01/14*)

Items to be delegated to ARC

72. No items were delegated to ARC.

Day 1 Board Observer Feedback

73. The Chair invited the Director for Digital, Data and Technology to provide Board observer feedback following the conclusion of day 1 discussions.
74. The Director for Digital, Data and Technology highlighted that the papers submitted were of good quality and contained a lot of substance, which prompted good discussion and debate across the Board.
75. The Board observer praised the Chair for keeping the agenda to time whilst ensuring everyone was offered the opportunity to contribute to discussions.



76. The Board observer commended the current operating model discussion and the helpful framing of this agenda item.

77. The Board observer noted the timescale pressures that surrounded the high value contract discussion and suggested that it would be helpful to see a forward look on strategic contracts sooner in future.

78. The Board observer found the ETS overview during the working lunch to be very helpful and thought that the visual representation on the wall was a good tool to bring the story to life.

79. The Keeper thanked the Board observer for the helpful feedback and agreed to work with the Head of Secretariat to review board agenda planning for the next financial year and consider which items we may wish to discuss sooner in order to make a decision at the right time.

NXD Private 1:1 with the Keeper

80. The Non-Executive Directors had a private 1:1 with the Keeper.

NXD Private 1:1 with DG Corporate

81. The Non-Executive Directors had a private 1:1 the Scottish Government Director General Corporate.

NXD Private 1:1 with PCS

82. The Non-Executive Directors had a private 1:1 with RoS Public and Commercial Services (PCS) Union representatives.

Open Board Discussion

83. The Keeper welcomed colleagues to day 2 of the RoS Board and welcomed any topics for open Board discussion.

84. NXDs noted that they had positive discussions with PCS and the DG Corporate. It was highlighted that PCS suggested they would welcome a standing agenda item on Board agendas and the Keeper agreed to consider this request.

Action – Keeper to consider whether PCS should have a standing agenda item on RoS Board agendas.

85. The Board noted that several Board and ARC NXDs attended a cyber course and it was noted that the Board receive regular updates on cyber via the Keeper's monthly update, cyber risk reporting and cyber audits, however, it was agreed that the Director for Digital, Data and Technology should bring a cyber update to the June Board which includes information relating to how we satisfy ourselves when working with third parties that they are managing any cyber risk appropriately, particularly in relation to how we reassess mid contract.

Action - Director for Digital, Data and Technology should bring a cyber update to the June Board which includes information relating to how we satisfy ourselves



when working with third parties that they are managing any cyber risk appropriately, particularly in relation to how we reassess mid contract. Registers of Scotland
ros.gov.uk

86. Asim Muhammad, Non-Executive Director, agreed to be the RoS Board cyber champion.

87. The Keeper thanked Board colleagues for the open discussion.

People Workshop (RoSBrd2024/01/15)

88. The Chair welcomed the Head of People and Change, Head of Human Resources, Head of Talent and Enablement, Head of Organisational Development and the We Invest In People (WIIP) External Assessor to the meeting and invited the Head of People and Change to introduce the session.

89. The Head of People and Change outlined the approach for the workshop and the Board noted that the draft People Strategy 2024-27 had been included in the Board papers and any feedback would be welcomed by email outwith committee. The Board noted that the finalised strategy would be presented to the June Board.

Action – Board colleagues to provide feedback on the draft People Strategy 2024 – 2027 to the Head of People and Change by email.

90. The WIIP External Assessor provided an overview of We Invest In People, highlighted the WIIP achievements at RoS to date and provided some insight into the RoS journey to Platinum.

91. The Board noted the divide between the Corporate and Registration functions and stressed the importance of increasing engagement and creating a sense of wholeness within the organisation.

92. The WIIP External Assessor highlighted that he was encouraged by EMT's understanding of the importance of people managers and stressed that everything we do at RoS is reliant on people managers doing their job well. He also noted the importance of non-financial recognition and praised RoS's approach to flexible working, which drives a level of autonomy and personal responsibility that RoS colleagues are responding to in a positive way.

93. The Board then moved into workshop activities which focussed on Strategic Workforce Planning, Succession Planning and the Employee Value Proposition. The People and Change Team agreed to provide a Backbrief to the June Board to detail how the team have utilised the Board discussions when considering how to progress in these areas.

94. The Keeper thanked the Head of People and Change, Head of Human Resources, Head of Talent and Enablement, Head of Organisational Development and the We Invest In People (WIIP) External Assessor for shaping and participating in the workshop.

95. Finally, the Keeper noted that the Head of People and Change was retiring, and this would be her last Board meeting. A heartfelt thank you on behalf of the Board was



extended for everything she had contributed to RoS in the last 18 years and best wishes were given for a happy retirement.

Day 2 Board Observer Feedback

96. The Director of Digital, Data and Technology highlighted that the open Board discussion continues to be a welcomed addition to Board agendas and that it was scheduled at the appropriate time within the two-day Board.

97. Thanks were conveyed to the People colleagues for delivering the workshop and the Board observer expressed that the workshop was a useful format to gain a lot of information and Board insight in a relatively short space of time.

98. The Keeper thanked the Director of Digital, Data and Technology for the feedback.

Date of Next Meeting

99. The next Board meeting will take place on 11 June 2024 at St Vincent Plaza, Glasgow.

100. The Board are also reminded that a Long-Term Planning Workshop is scheduled to take place at Meadowbank House, Edinburgh on 28 May 2024.