



<b>RoS Board</b> <b>Minute of Meeting</b> <b>14 &amp; 15 March 2023</b> <b>St Vincent Plaza, Glasgow/Teams*</b>	
<b>Chair</b>	Jennifer Henderson, Keeper of the Registers of Scotland
<b>Present</b>	Billy Harkness, Corporate Director Chris Kerr, Registration and Policy Director and Interim AO Kenny Crawford, Business Development Director 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
<b>In attendance</b>	Chief Finance Officer (HB) Head of BIA (CG)* – items 5 & 9 Head of People and Change (SW)* - item 5 Head of Risk and Information Governance (AR)* – item 6 Head of Corporate Communications (NRH)* – item 9 Head of External Communications and Engagement* (JG) – item 9 Policy Lead (KF)* – item 12 Benefits Manager (BI) – item 14 Leadership Development Manager (AP) – item 22 MK Consulting Facilitator (RM) – item 22
<b>Apologies</b>	None
<b>Secretariat</b>	Temp Head of Secretariat (ML)

### **Introduction, apologies, and declaration of interests**

1. The Keeper welcomed attendees to the March Board meeting.
2. No apologies were received.
3. A declaration of interest was made by the Registration and Policy Director and Interim AO under Category nine, however was not deemed to be a conflict of interest with RoS work.
4. Andrew Miller, Non-Executive Director, agreed to be the Board observer.

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

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

### **Minute of the Previous Meeting (RoSBrd2023/01/02)**



6. The minute of the Board meeting of 13 December 2022 was accepted as an accurate reflection of the meeting.

#### **Action Log (RoSBrd2023/01/03)**

7. The Board agreed that the following actions are now closed:

**5108, 5113, 5181, 5216, 5789, 5790, 5794, 5796, 5797, 5801, 5886, 5887, 5888, 5889, 5890, 5891.**

#### **Board Performance Review Monitoring (RoSBrd2023/01/04)**

8. The Keeper welcomed the Head of People and Change and Head of BIA to the meeting.

9. The Board discussed the current break-even forecasting position and current flex allowance between budget categories with sufficient pre-warning, though noted that this may become more strict going forward.

10. Members noted that digital investment must align with what the business is capable of absorbing at this time.

11. The Board discussed the current position with the industrial relations pay dispute.

12. The Board queried why there were no red RAG statuses on the 180 delivery objectives and noted that this was due to agile reprioritisation of work to meet business needs to ensure that all time critical deliverables are delivered when required.

13. Members discussed the approach to reporting and suggested a clearer view on the size and impact of priorities going forward for sufficient weighting and for oversight of underpinning actions for delivery, and clear open casework trajectory forecasting.

14. The Board discussed open casework, the proposed trajectory for acceleration, and related people, system, and digital improvements to support the route to target.

#### **Key Risk Register Reporting by Exception (RoSBrd2023/01/05)**

15. The Keeper welcomed the Head of Risk and Information Governance to the meeting.

16. The Board queried the high financial health risk rating considering positive profit forecasting and were assured that a reassessment of the risk phrasing and underpinning factors are in progress following January's risk session workshop.

17. The Board noted the excess of data provided within the people dashboard and suggested that high level trend information would be more useful than the current excess of siloed information.

18. Members noted the downgrading of the financial capability risk and learned that this risk is transferring from the main Key Risk Register to be instead monitored as a



localised Finance Department risk going forward.

19. The Board heard that discussions are taking place to articulate the risk regarding future modelling beyond 2024, and how to articulate that risk in line with the current future vision.

20. The Board noted that a number of the key risks are enduring long term by their nature, so there will be a period of change to reflect the output of the January Risk Workshop throughout the next financial year and following, with a view to bringing an updated set of risks to the June Board.

#### **Audit and Risk Committee Update (RoSBrd2023/01/06)**

21. The Keeper invited the Audit and Risk Committee (ARC) Chair to introduce the ARC update, which members noted.

22. The Board noted the importance of management implementing and following through with relevant evidenced actions if accepting audit recommendations, and a potential future educational requirement in this area to support knowledge.

#### **Corporate Plan Final Review and Sign-off (RoSBrd2023/01/07)**

23. The Keeper welcomed the Head of Corporate Communications, Head of External Communications and Engagement, and Head of BIA to the meeting.

24. The Board noted that the key points from the January Corporate Plan session have been incorporated into the revised draft, with Q4 figures due to be incorporated ahead of final publication to demonstrate accurate progress.

25. The Board noted that EMT have an ambition to outperform the forecast in the corporate plan, and work is currently ongoing to identify how this could be achieved and what stretch targets could be set to track progress.

26. The Board were advised that staff profiling is being considered on an ongoing basis to align with project modelling and discussed potential future recognition schemes.

***ACTION – Keeper and Head of Corporate Communications – To consider an internal plan and future report to the Board detailing stretch targets and ambitious modelling on casework and staffing positions.***

27. Members heard that upcoming Big Picture Live Sessions would support colleagues understanding of how their work is key to driving forward strategic objectives, and that Non-Executive Directors will also be invited to participate in these sessions.

28. The Board were assured that target assumptions are as accurate as possible based on historic trends and ongoing improvements using regular reviews, consideration of alternative approaches, and improved intelligence for continued assessment.



29. Members noted that this year's update is light touch as agreed for year 2 of the plan, but that more radical changes will be considered in next years refresh, including potential reframing of objectives and clear, meaningful people focus.

30. The Board noted that clarity on the workforce size and shape in the Corporate Plan would be beneficial, even if to reflect that the profile is uncertain pending success of planned measures.

31. The Board were content with the year 2 delivery plan subject to discussions and noted the revised publication date to allow full Q4 data to be integrated.

### **Governance Structure Update (*Verbal*)**

32. The Board formally noted that the Registration and Policy Director has been appointed as Interim Accountable Officer during the permanent Accountable Officer's interim appointment to National Records of Scotland.

33. The Board were provided an update on the revised temporary responsibilities of EMT members to absorb the Accountable Officer's wider non-statutory duties over this interim period of cover.

### **Framework Tri-ennial Update (*RoSBrd2023/01/08*)**

34. The Keeper welcomed the Policy Lead to the meeting to present the proposed tri-ennial framework document update in line with revised Public Bodies Unit templates.

35. The Board were content to endorse the draft framework document, with one minor update, to reflect that the Keeper now holds the role of Chair of the Executive Management Team governance group.

36. The Board noted that the Lord President and Director-General Corporate will now be consulted on the framework document, ahead of finalising for publication in May.

### **Financial Delegations (*RoSBrd2023/01/09*)**

37. The Board noted the financial delegations paper.

38. Members queried the cycle of compensation reporting and noted that the annual compensation update & fraud reporting for 2022-23 is scheduled for discussion at the June Board.

39. The Board noted that NXD members would like to receive further information on upcoming business cases over £1 million, to ensure sufficient understanding in order to provide sound advice.

***ACTION – Keeper and Registration and Policy Director and Interim Accountable Officer – Consider how to ensure investment over £1 million is being considered far enough in advance to sequence relevant Board input at the initial decision point, and how best to provide summary reporting going forward.***



## Hybrid Working Update/Project E Progress (RoSBrd2023/01/10)

40. The Keeper welcomed the Benefits Manager to the meeting and introduced the paper and hybrid working policy annex.

41. The Board discussed the reasoning behind the implementation of a hybrid policy vs a home working policy, the necessity to be able to adapt requirements for office attendance where necessary to best align with business needs, and potential future incentive strategies.

42. The Board heard that teams are being empowered through management to assess how best to deliver their functions, whilst considering productivity and performance and provide sufficient office cover where required, and that buy-in has been largely successful.

43. The Board learned that significant horizon scanning outwith RoS, both within and outwith SG has been carried out to inform the policy, which will evolve over time, and will tie in closely to work being done on the revised Estates Strategy.

44. The Board stressed the importance of ensuring that business needs were being met, whilst capitalising on the opportunities that hybrid should provide, including retention and attraction for current and future employees.

45. Members agreed that effective future metric reporting would be important to monitor and ensure hybrid is developing effectively to benefit the organisation.

### Papers for Noting

46. The Board noted the following papers:
- Governance Risk Discussion Tracker. (RoSBrd2023/01/11)
  - 6-Monthly IR35 Update (RoSBrd2023/01/12)
  - CSI Benchmark Results - Findings and Focus (RoSBrd2023/01/13)
  - We Invest in Wellbeing Report (RoSBrd2023/01/14)
  - Transparency Publication Review (RoSBrd2023/01/15)
  - 2023 Board Dates (RoSBrd2023/01/16)

***ACTION – Keeper - To share detailed IR35 reporting and assessor report with Board members out of Committee for further information/awareness, following May ARC consideration.***

### Items to be Delegated to the Audit and Risk Committee (verbal)

47. No items were delegated to ARC.

48. The Board noted that appropriate succession planning for the ARC Chair/ARC Board Representative should be considered in due course.

### Board Observer Feedback

49. The Keeper invited Andrew Miller, Non-Executive Director, to provide Board observer feedback.



50. The Board observer noted that the in-person attendance of members was effective in ensuring meaningful, engaging conversations and well-rounded participation. The Board agreed that members should attend formal Board meetings in person going forward, with consideration by the Chair on which presenter slots would benefit from in person attendance, and which would continue to be suitable in a hybrid manner. The Audit and Risk Committee Chair also agreed to reflect on this point with ARC.

51. The Board observer commended the Chair for effective timekeeping and varied sequencing of colleague comments, and noted members openness to consider all views, showing continued Board maturity and shared understanding within the group.

52. The Board discussed paper weights in terms of narrative versus figures and agreed to consider changes to any future paper drafts where identified, to ensure these meet Board needs, along with clarification of acronyms.

### **NXD Private 1:1 with DG Corporate (Verbal)**

53. In camera session.

### **Margerison-McCann Team Management Profile Output (RoSBrd2023/01/17)**

54. The Chair welcomed the Leadership Development Manager and session facilitator Robert Miller, from MK Consulting, to discuss the Board's management team profile, following recent 1 to 1 Margerison-McCann profiling sessions.

55. The Chair noted that the purpose of the group discussion was to provide insight to support the Board in enhancing their ability to work together and interact effectively, to provide optimal strategic advice to ensure RoS deliver against our corporate plan.

56. The Board discussed the group profile findings and any identified gaps, noting the following action points to take forward for consideration.

***ACTION – Keeper – Consider how best to incorporate relevant external perspectives appropriately into the right areas of the Board's work and detail within relevant papers (stemming from a Reporter-Advisor role potentially not being covered within current membership).***

***ACTION – Keeper – To consider and trial unstructured discussion time in the first slot of upcoming Board meeting to allow free-flow of conversation on items outwith the formal agenda that are of productive interest to members.***

***ACTION – EMT Board Members – To consider how best to bring the right amount of information framing to sponsored Board Papers, and to customise sufficiently for Board focus instead of directly pulling from internal governance papers.***

***ACTION – Keeper – To consider Chief Financial Officers participation focus as a non-member attendee at Board meetings.***



57. The Board noted the importance of ensuring a people focussed consideration of each relevant agenda item and encouraged members to keep this in mind when approaching discussions going forward and allowing introverted thinkers space to put forward their thoughts.

58. Non-Executive Director Board members were asked to consider what insights they can bring to relate to Board discussions from the industries they are tapped into outwith their RoS role going forward.

59. The Board noted that the gaps identified in profiling should not be used directly to steer future recruitment but could be considered as supplementary information to better understand skillsets and Board weight.

60. Members and the Chief Finance Officer agreed that they are content with their profile headlines being shared with the wider C Band community for visibility when they undertake this profiling.

### **2024+ Discussion/Update (RoSBrd2023/01/18)**

61. The Chair introduced the slot and requested Board feedback on the proposed foundational activities that are suggested to underpin the RoS 2024+ future vision.

62. The Board discussed the importance of ensuring the plan remains deliverable regardless of any leftfield activity, and that clear risk mitigation should be detailed to reflect this.

63. The Board noted that RoS are technically prepared for legal sector transitions at the point at which these stakeholders will be able to allow the process integration, and that past research on ideas that weren't technically feasible at the time, could be revisited to consider any future movement.

64. Members discussed the pace and order of proposed activities and noted that Big Picture Live will start to introduce the fundamentals of the vision more widely to RoS staff.

65. The Board noted discussed proposals around promotion and recruitment, self service for citizens, and horizon scanning of the wider landscape of land registries and their approaches to delivery.

***ACTION – Keeper – To produce a backbrief to be shared with Board members, detailing thoughts around the 'so what' of 2024+ proposals.***

### **NXD Private 1:1 with the Keeper (Verbal)**

66. A private session was held to enable the Keeper to obtain informal feedback from Non-Executive Board Members.

### **Date of Next Meeting**

67. The next Board meeting will take place on 13 June 2023 at Meadowbank House, Edinburgh.