

**Minutes: Scottish Charity Regulator (OSCR)
Board meeting, 22nd November 2023**

Board Members Present: Marieke Dwarshuis (Chair)
 Jill Vickerman (Vice-Chair)
 Jessica Wade
 Lynn Bradley
 Kirsten Howie
 Neil MacKay
 William Maxwell
 Robin Strang

OSCR attendance: Maureen Mallon - CEO
 Judith Hayhow - Head of Corporate
 Martin Tyson - Head of Regulation & Improvement
 Finance Governance & Business Manager
 HR & Learning Coordinator
 Senior Manager, Higher Risk Cases & Quality Assurance
 Senior Manager Digital and Communications
 Senior Manager Policy and Sector Improvement

| Private Business | | |
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| Item | Area | Action |
| 1, 2 & 3 | <p>Chair’s introduction, welcome, declaration of interest, minutes from previous meeting and Action log</p> <p>MD welcomed everyone to the meeting.</p> <ol style="list-style-type: none"> 1. Apologies - none 2. Declarations of interest – None 3. Minutes of previous meeting – It was noted that item 10 should read “There was a need to specifically recognise the role of the Accountable Officer” rather than “There was a need to specifically recognise the role of the Accountable Office” <p>Action log – MD advised that she would ask members at the end of the meeting if all of the items listed as “proposed closed” can be closed.</p> | |

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| 4. | <p>Chair update</p> <p>MD advised that the Framework agreement with SG is to be renewed this year. The process has begun and the draft is now with colleagues in SG. It is intended that the near final draft will be circulated to Board Members by email for comment. It is hoped this will be in February but there is a possibility it may be delayed beyond that. It is noted although it will look different there are no fundamental changes to the relationship.</p> <p>MD updated that the process of CEO recruitment has begun. No difficulties are expected and a closing date before Christmas is preferred, however this may extend into January. The proposal is that the post will be advertised to SG internal candidates only due to the skillset required.</p> <p>The board discussed the members of the recruitment panel.</p> <p>MD also confirmed that the post is permanent full time and recruitment is proceeding based on the premise that funding will be available.</p> <p>Action – MD to recirculate CEO role profile.</p> <p>MD also updated on other work she has been involved with, including attending the all-staff meeting, appraisals, meeting with Jill Vickerman, meeting with members of the Public Service Reform directorate, and a pre-meet with Chief Executive Officer, Charity Commission for England and Wales for the afternoon session of this meeting.</p> <p>MD also noted that there is a proposed strategy day on 18th March 2024 to be confirmed once all Board Members have confirmed their availability.</p> | MD |
| 5. | <p>CEO update</p> <p>MM thanked Board members for their engagement and cohesiveness with the budget challenges. MM noted we have had a call from SG and expect a letter to confirm that they are content to take the pressure of this year's overspend within the DG portfolio. Once the letter is received the Board will be advised of the terms.</p> <p>MM advised she attended an Accountable Officer event and raised with the Chief Finance Officer as Chair of Scottish Delivery Bodies Group (SDBG) the challenges faced by members of the group.</p> | |

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| | <p>LB thanked MM for speaking to Audit and Risk Assurance Committee (ARAC) and advised that External Audit are aware of the budget challenges. LB suggested that careful record keeping of discussions and decisions be maintained.</p> <p>MM noted that SDBG has hosted a meeting with the Public Service Reform (PSR) team to engage more effectively with their work. MM noted that we are facing significant challenges and changes with the SG HR and finance systems we use which are taking up a lot of staff time and effort.</p> <p>MM has attended external meetings including with The Scottish Council for Voluntary Organisations (SCVO) and Association of Chief Officers of Scottish Voluntary Organisations (ACOSVO) to consider how we best work together.</p> | |
| 6. | <p>Performance overview (Including financial report)</p> <p>The Finance Governance & Business Manager introduced this item noting that a member of the policy team is leaving in December and an update on the resourcing plans for this area are provided at item 8 of the agenda. The Finance Governance & Business Manager noted there have been talks with the Care Inspectorate as the primary leaseholders of Quadrant House regarding the new lease dilapidations, with the final figures still to be confirmed.</p> <p>There was a discussion around rent and the need to account for any reduced rent stemming from the lease renewal incentive.</p> <p>The Senior Manager, Higher Risk Cases & Quality Assurance gave an explanation over the ‘concerns completed within 6-months’ KPI figures noting that staff development slowed down work but we are now starting cases earlier and there are encouraging signs of positive trends.</p> <p>There was a discussion around budget savings resulting from hybrid working such as through the removal of desk phones and reduced demand for stationery and travel. No significant additional future savings in respect of hybrid working are anticipated, and it was confirmed that in accordance with SG policy there are no plans to change hybrid working in the next year.</p> <p>There was a request to number individual KPIs, to make it easier to refer to them.</p> <p>Action – Finance Governance & Business Manager to number individual KPIs</p> <p>There was a request that Highlights to staff should include an acknowledgement of the achievements to date, and an appreciation of the work by staff to deliver.</p> <p>Action - Finance Governance & Business Manager to add positive feedback to highlights.</p> | <p>Finance Governance & Business Manager</p> <p>Finance Governance &</p> |

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| <p>Finance update – The Finance Governance & Business Manager highlighted that a late invoice for the annual return project which related to work carried out in 2022-23, had been received, and impacted on the projected spend figures. This is not a recurring bill.</p> <p>JV said she would like to hear feedback from attendees at The Gathering noting the reduced visibility from OSCR at this year’s event.</p> <p>Action - feedback from The Gathering to be added to February Board meeting.</p> <p>JV questioned the dashboard an KPI 2 regarding the number of calls received about OSCR online services reducing by 20% and being 13.3%.</p> <p>Action - Finance Governance & Business Manager to provide information to JV regarding number of calls received about OSCR online.</p> <p>There was a discussion around adding narrative integrated in the dashboard and that the summary is actually a contents list where it should be a summary. It was also suggested the narrative should include some explanation or comment on highlights/trends.</p> <p>Action - Finance Governance & Business Manager to review the layout/content of the dashboard narrative and summary.</p> <p>There was a request that the board is notified when feedback on the annual return project is received.</p> <p>Action – Senior Manager, Higher Risk Cases & Quality Assurance is to share feedback on the annual return project with the board when it is received.</p> <p>A full review of progress on Revitalising Trusts to date is being undertaken on 23 November which will be shared with the Board when complete.</p> <p>Action - Senior Manager Policy and Sector Improvement to share results of review of Revitalising Trusts with the Board when completed.</p> <p>There was a discussion around casework performance, including the desire not to change KPIs part way through a reporting period so the impact can be looked at over the whole year and gaining access to retrospective data.</p> <p>The Finance Governance & Business Manager said that progress is being made in relation to website data and we hope to have retrospective and current data by February.</p> | <p>Business Manager</p> <p>Executive Assistant</p> <p>Finance Governance & Business Manager</p> <p>Finance Governance & Business Manager</p> <p>Senior Manager, Higher Risk Cases & Quality Assurance</p> <p>Senior Manager Policy and Sector Improvement</p> |
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| | <p>It was noted that the staff survey received good engagement with a 91% response rate and that data will be sent to Board w/c 11 Dec.</p> <p>MD asked that the Highlights draft be edited to remove the impact of IT improvements. Reflection on positive performance over the past two months against KPIs to be added and that the Board were happy to hear of the 91% response rate to the staff survey to be added.</p> | |
| 7. | <p>Cases Committee report</p> <p>JV advised the Board that casework committee meetings will be changed to midweek, mid-month with the intention that up-to-date minutes can be brought to the Board meetings.</p> <p>There was a discussion around the significant improvements being made and the detailed impact of the concerns form, which had so far had a number of positive effects, but without the reduction in the proportion of Not Appropriate concerns envisaged in the relevant KPI. It was agreed that we may want to reconsider this KPI, so that it meaningfully and accurately measures and reports on the impact of the change.</p> <p>Examples of useful learning were given including the need for better checks that new trustees know their responsibilities.</p> <p>NM asked if the paper should be privileged.</p> <p>Action – MT to check if paper should be privileged.</p> <p>There was a discussion around access to additional funding from SG for legal expenses. It was confirmed SG could be approached for additional funding as part of the framework agreement, in addition to this SG have been made aware of the likelihood of a request should any fees be incurred in relation to ongoing cases.</p> <p>There was a discussion around the potential of recovering costs from charities that have been sanctioned. It was noted that we are unable to fine.</p> <p>It was noted that Police Scotland Investigation officers have been helpful and the relationship is working well.</p> <p>The Board discussed the likelihood of high costs occurring due to the high-profile cases that are currently ongoing.</p> | MT |
| 8. | <p>2023 Act Implementation Programme Board update</p> <p>MT advised that we are proceeding with recruitment and work on the Trustee Database on the basis that we will have the required funding. There are possible solutions for the database using software we already have or using enterprise agency data.</p> | |

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| | <p>likely to include innovative approaches including an increase in shared services and common system use.</p> <p>To this end, MM advised that a meeting had been held with the SG Director of Digital, looking at PSR and options for delivery of the Register of Trustees.</p> <p>MD suggested a Roadmap be developed to enable the Board to understand choices over the next 2 - 3 years, and indication of cost.</p> <p>Action – an indication of IT costs for 24/25 to be provided for February meeting (in context of 24/25 budget)</p> <p>Action – Senior Manager Digital and Communications to create roadmap for the April meeting (to include estimates of costs for years 2&3 where possible)</p> | <p>Senior Manager Digital and Communications</p> <p>Senior Manager Digital and Communications</p> |
| <p>11.</p> | <p>The future of Notifiable Events</p> <p>The Senior Manager, Higher Risk Cases & Quality Assurance presented this item. The Senior Manager, Higher Risk Cases & Quality Assurance advised that following a discussion at the June 2022 Board meeting, analysis has been undertaken looking at the original aims of the regime. It has been difficult to confidently meet these aims, the value gained has been limited and very few inquiries have come from notifiable events. The Senior Manager, Higher Risk Cases & Quality Assurance illustrated this by explaining that of the current 133 open inquiries, 5 were initiated following receipt of a Notifiable Event but only one was received solely through the Notifiable Events route. There is a need to think more strategically about this.</p> <p>The Board discussed the unknown preventative effects that may be lost by no longer having a Notifiable Events process.</p> <p>There was a discussion around the importance of communicating any change carefully and clearly; case study exemplars could be used in communications.</p> <p>Board members asked how we could measure notifications to ensure retiring the regime would not cause problems. Work is underway on a process to record Notifiable Events that come in through different methods.</p> <p>The benefits of asking OSCR's Charities Reference Group for views on how best the change of approach could be communicated was discussed, among other ways of engaging with key stakeholders as a sense check.</p> <p>MD summarised that there will be a sense check on the way any change will be communicated. The notification channel will be retired</p> | |

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| | <p>as there are other channels that can be used. MD stressed there is no change in which issues should be reported and we will have baseline measures in place.</p> <p>Action – Senior Manager, Higher Risk Cases & Quality Assurance to gather baseline data to measure impact of change.</p> <p>Action – Senior Manager, Higher Risk Cases & Quality Assurance to conduct ‘sense check’ with relevant stakeholders prior to change in process to support good communication.</p> | <p>Senior Manager, Higher Risk Cases & Quality Assurance</p> <p>Senior Manager, Higher Risk Cases & Quality Assurance</p> |
| <p>12.</p> | <p>Board review of strategies and policies</p> <p>Finance Governance & Business Manager introduced this item and asked for comments from the Board.</p> <p>It was noted that some strategies and policies appeared to be missing, and there was a discussion around policy ownership, Scottish Government and OSCR policies. Taking account of the discussion, it was agreed that the list of strategies and policies would be reviewed and that Board Members should provide any comments directly to Finance Governance & Business Manager.</p> <p>Following suggestion that the updated list be brought back for consideration to the February Board meeting, there was agreement that the agenda for that meeting looked heavy and should be reviewed in discussion with the Chair.</p> <p>Action - Board to email Finance Governance & Business Manager with policies to be added, queries and suggestions.</p> <p>Action – Agenda for February Board meeting to be considered and reviewed.</p> | <p>Board</p> <p>MD</p> |
| <p>13.</p> | <p>Environmental reporting</p> <p>The Finance Governance & Business Manager introduced this item advising that every year OSCR is required to report to SG on our carbon footprint and emissions output, in accordance with the Climate Change (Scotland) Act. The deadline for submission of this report is the end of November.</p> <p>The Finance Governance & Business Manager advised the Board that a final review of the report had been conducted and the 2022-23 emissions were higher than noted in the paper, this is as a result of Working From Home (WFH) emissions now being included. OSCR’s baseline figure was 80 tCO₂e, and our 2022-23 emissions are calculated at 28 tCO₂e (including the WFH emissions).</p> | |

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| <p>16.</p> | <p>Review of Board papers</p> <p>As mentioned earlier in the meeting there is a request for a summary rather than a contents list on cover papers.</p> <p>It is felt the Highlights written in advance and reviewed in meeting is working well.</p> <p>It was suggested that identifying clearly which papers require approval and which are for noting and discussion by exception might work well.</p> <p>The Board confirmed they were happy for all actions marked “Proposed closed” to be closed.</p> | |
| <p>17.</p> | <p>Date of Next Meeting</p> <p>The next Board meeting is 21 February 2024</p> <p>The proposed date for a Board Strategy Day is Monday 18 March (awaiting all Board members confirming)</p> <p>Draft agenda for Strategy Day includes: Update on PSR Code of conduct and joint working</p> | |
| <p>18.</p> | <p>Chief Executive Officer, Charity Commission for England and Wales Q&A with Board members</p> | |