

MINUTES

OSCR BOARD MEETING

Held on 3 February 2009 @ 9.30 am

OSCR, Quadrant House, Dundee

Present: John Naylor, Chair
Lindsay Montgomery, Deputy Chair
Martin Crewe, Board Member
Annie Gunner Logan, Board Member
David Hughes Hallett, Board Member
Iris McMillan, Board Member
Fiona Ballantyne, Board Member

Apologies: Oscar Mendoza, Board Member

In attendance: Jane Ryder, Chief Executive
Marieke Dwarshuis, Head of Charities
Judith Hayhow, Head of Resource Management
Kirsty Gray, Head of Monitoring & Investigation
Quentin Fisher, Senior legal Advisor (item 5)

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| 1. | <p>Welcome and Agenda</p> <p>The Chairman reflected on 2008 having been a good but hard year for OSCR and thanked those present for their contribution and the SMT for their hard work. A similar message will be made at the ensuing staff/Board meeting. The quality of the Board papers for this meeting was also commended.</p> <p>The Chairman noted that the proposed Calman Commission submission and the OCPAS consultation on diversity/equalities had been circulated and addressed out with the Board meeting.</p> | |

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| 2. | <p>Minutes and Declarations of Interest</p> <p>The Minutes of 18 November 2008 with minor amendments were approved.</p> <p>No Declarations of Interest were made by members.</p> | |
| 3. | <p>Matters Arising</p> | |
| 3.1 | <p>The Chair and Chief Executive reported on a very positive and constructive recent meeting with their counterparts at SCVO.</p> | |
| 3.2 | <p>The Head of Monitoring and Investigation updated the Board on the range of reactive and proactive activity planned for monitoring and promoting charity compliance with references in documents regulations.</p> | |
| 3.3 | <p>Governance. The Framework document between OSCR and Scottish Government was now approved and would be placed on the website.</p> <p>It was also noted that the revised Board Code of Conduct was finalised and reflected the advice from the Standards Commission.</p> <p>The Board reviewed the visit of the Minister, Fergus Ewing at the last Board meeting. In view of the apparent Government support to address OSCR recommendations for legislative changes and given the timetable for the Public Services Reform Bill the Board agreed to consider draft recommendations for 08/09 at the next meeting in March.</p> | <p>Board Meeting 18 March</p> |
| 4. | <p>Corporate Plan and Monthly Statistics 2009/11</p> | |
| 4.1 | <p>Corporate Plan 2009/11</p> <p>Following significant discussion at its meeting in November, the Board considered the 2009-11 Draft Corporate Plan, and subject to minor amendments approved it for consultation. It was agreed that the Consultation should be carried out by means of publication on the OSCR website;(e-newsletter subscribers will receive an electronic notification) and by contacting selected organisations such as the SCVO and CVS network and specifically drawing their attention to both the Draft Document and the timescales for submission of comments.</p> | |

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| | <p>The consultation period will be 12 weeks.</p> <p>Following the Consultation, it was recommended that in addition to the final document, a summary outlining new or different activities being undertaken for each of the plan years be produced.</p> | Chief Executive |
| 4.2 | <p>Monthly Statistics</p> <p>The Board, having previously considered the Monthly Statistics in detail, noted and approved the proposals for statistical reporting from April 2009.</p> <p>It was suggested that at the time of publication, accompanying narrative be prepared to highlight the changes which had been made, and advise that targets had been made more stretching than previously. It was noted that we report on our annual performance in respect of these targets through our Annual Report and Accounts document.</p> | Head of Resource Management |
| 5. | <p>General Teaching Council for Scotland (Appeal)</p> <p>The Head of Charities introduced the paper about the sisted Appeal on OSCR's decision to remove the GTCS from the Charity Register due to ministerial control within the constitution. She and the Senior Legal Advisor provided background to the recommended action.</p> <p>After discussion the Board agreed that Scottish Government should be formally approached outlining OSCR's current position and urgently seeking a formal response regarding SG proposed actions and timeline for review of CTCS status. The letter should highlight the period of time that has already elapsed since Directions were issued combined with the lack of a defined timetable for conclusion in a context where there is need for OSCR to observe regulatory responsibilities under the 2005 Act. OSCR's future actions in respect of the Appeal process will be dependent on the response.</p> | Head of Charities |
| 6. | <p>Charities and Financial Difficulties</p> <p>The Board agreed, as before, that the question of financial sustainability is in essence a matter for the charity trustees and their advisers.</p> <p>During discussion the concern was expressed that charity trustees may not always fully understand the financial position their charity is in, or if they do, know how to respond appropriately. This is</p> | |

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| | <p>particularly true as the current situation is unknown territory for everyone. After discussion, the board agreed that OSCR should draw up a stand alone policy document regarding its position on charities in financial difficulties.</p> <p>In addition, the following action point were also agreed:</p> <ul style="list-style-type: none"> ○ Undertake research into charity resilience ○ Follow up (with other regulators) on the possibility of a ‘toolkit’ for charity trustees to assess the financial position of the charity – this does not need to be done by OSCR itself and may be more appropriately done through others with specific expertise in financial matters ○ Raise the profile of reorganisations provision and make recommendations to Ministers to extend their scope. ○ Continue to liaise with SG and others on development of generic support infrastructure for Charities and Trustee Investment (Scotland) Act 2005 ○ Liaise with SG over the possibility of call off support contracts to assist charities with complex mergers or wind-ups or restructuring ○ Consider more active follow up of charities that do not meet the requirements of the 2005 Act, in particular in relation to filing accounts, as this may indicate weak financial management | Chief Executive |
| 7. | <p>Communications Strategy</p> <p>The Board welcomed the Communications Strategy, and made the general comment that OSCR Communications are very good. The Board recognises that the greatest challenge in OSCR communications is to get an accurate message of Charity regulation, the role of OSCR and the impact of its work to the general public.</p> <p>The communications strategy was agreed, subject to the following comments:</p> <p>More opportunities could be sought to communicate with MPs and MSPs, which could involve Board members as well the Chair and CEO.</p> <p>The Strategy should also reflect the importance of internal communication between staff and Board.</p> <p>The Board recommended the following for possible future publications:</p> | |

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| | <ul style="list-style-type: none"> ○ 'Toolkit' for charities trustees – the recession and financial impact ○ related to the above - An in-depth case study of how a charity faced up to significant financial difficulties ○ Guidance for Cross border Charities on complying with the Scottish charity legislation ○ Consider a publication/statement on charities and independence from government, and whether/ how the contract culture for public services delivery compromises charities independence or their ability to fulfil their charitable purposes | |
| 8. | <p>Board Matters</p> <p>The Board discussed the outcome of the recent Board appraisals conducted by the Chair and reviewed the developments in Board and staff relationships over the year. All Board Members indicated that the transition to the larger Board had gone well and was demonstrating the value of the new arrangements. Board Members identified that OSCR was moving into a new phase, where there was less major policy development and more focus on improving the quality of delivery and use of information to encourage better compliance. It was noted the Board Meeting was to be followed by a briefing session for Board Members on the Annual Return process and the management of the OSCR website as part of training needs identified in the Appraisal process.</p> | |
| 9. | <p>Budget Update</p> <p>The Board noted from the paper that there were no areas of concern.</p> | |
| 10. | <p>Chief Executive's Report</p> <p>The Chief Executive's Report was noted.</p> | |