

## MINUTES

### OSCR BOARD MEETING

Held on 12 June 2006 @ 10.00 am

Quadrant House, Riverside Drive, Dundee

**Present:** John Naylor, Chair  
Frank Kirwan, Deputy Chair  
Martin Crewe, Board Member  
Annie Gunner, Board Member

**Apologies:** Iris McMillan, Board Member  
Lindsay Montgomery, Board Member

**In attendance:** Jane Ryder, Chief Executive  
Judith Hayhow, Head of Resource Management  
Marieke Dwarshuis, Head of Charities  
Kirsty Gray, Head of Monitoring & Investigation

### ACTION

#### 1. Minutes from Previous meeting

Subject to one minor amendment, the Minutes from the meeting of 26 May 2006 were approved by the Board, for publication on the OSCR website.

#### 2. Matters Arising

- 2.1 Regulations Timetable: The Chief Executive advised that she had once again met with VIU to discuss the timetable for the preparation of Regulations. Despite stressing the urgency of these, the Chief Executive

## **ACTION**

advised that discussions had re-affirmed that some delays would be incurred. The Board once again expressed its disappointment with this situation.

- 2.2 User Groups: A paper outlining members of the user groups who will be consulted on the guidance for Charity trustees, and for the charities accounts regulations was circulated. The Board were happy with the membership proposals, which they considered as representing a good cross section of stakeholders.
- 2.3 The Board expressed concern that no Policy indication in respect of Trustee Indemnity Assurance was planned at this stage by the Executive. The Board confirmed they would be content if the Executive expressed its long term intention to legislate, thus avoiding immediate time tabling pressures and enabling any other unintended consequences which may occur to be tackled in a comprehensive way.

**Chief Executive to communicate with the Executive**

All agreed that the OSCR statement in respect of TII which appears on the website, and which was circulated at the meeting was helpful in clarifying the position which OSCR will take in respect of this matter, until such time as we have a policy indication.

- 2.4 The Board noted that it is possible for the Charity Register to be amended to include 'deceased' charities, with minimal resource implications. Examples of how such information on 'deceased' charities would appear was circulated, and subject to minor amendment of the explanatory text, was approved for publication
- 2.5 The CEO had previously circulated the minutes from the Parliamentary Finance Committee at which she had given evidence, and there was some discussion about this. It was noted that the Permanent Secretary is likely to be asked to appear before the committee to discuss the diverse range of governance models which exist.
- 2.6 Prior to the meeting, Board Members had received a media pack, outlining press coverage which OSCR had received over the past few weeks. All agreed

## **ACTION**

that this information was helpful, and should continue to be sent to them on a monthly basis.

### **Communications**

#### **3. Declarations of Interest**

Annie Gunner declared an interest as an adviser (item 7).

It was agreed that this fact did not preclude her from taking part in the Board's discussion.

#### **4. Staff Issues**

The Chief Executive noted that three issues were addressed through the paper, HR autonomy for OSCR; the role of the Board in HR matters; and options for procurement of HR service. Encouraged by the report of recent contact by the Senior Management with the restructured Scottish Executive HR Shared Service representatives, and details of Scottish Executive performance management procedures, the Board approved the proposal that OSCR remain part of Scottish Executive Main, committing to existing terms and conditions for staff.

The Board reviewed its role, as defined in the paper and OSCR's proposed autonomy under the arrangements with the Scottish Executive. Subject to ensuring that the Board has a significant influence in the recruitment of the Chief Executive of OSCR and is pre-eminent in the appraisal of that person, the Board approved the proposals for OSCR autonomy and the Board's role in HR matters.

In view of these discussions the Board approved that OSCR enter into a 2 year service level agreement with the Scottish Executive HR Services.

**Chief Executive  
to conclude SLA**

#### **5. Framework Agreement with Scottish Executive**

The Chief Executive commented that her recent representations to the Scottish Parliament's Finance Committee, highlighted the need for such an agreement and provides an opportunity to document the lines of accountability. Various points of

information were clarified.

Notwithstanding that the agreement would be signed during the current financial year it was noted that it would be effective from 1 April 2006. It was also agreed that reference to monitoring of the effective

working of the agreement should be included. With one other amendment the Framework Agreement with the Scottish Executive was approved.

## **ACTION**

**Chief Executive to conclude Framework Agreement with SE**

### **6. Communications Strategy**

The Board discussed the proposed Communications Strategy, agreeing that the Strategy should be holistic in its approach. Communications covers everything from initial telephone enquiries to how OSCR deals with challenging media enquiries and campaigns.

The Board recommended a number of changes, highlighting fundraising as an issue of particular interest to the general public where it is important that OSCR's role and responsibilities are clearly understood.

The Board agreed that a revised paper, reflecting comments and specific changes should be circulated for approval before the next Board meeting.

Meanwhile, OSCR staff would be developing a more detailed operational plan in order to deliver the Strategy.

**Head of Resource Management to re-circulate**

### **7. Compliance Support Strategy**

The Board welcomed the paper detailing OSCR's approach to compliance support. The Board discussed the role OSCR should have in ensuring that charity advisers are well informed and provide good quality advice. It was agreed that it is important that OSCR signpost to advisers, as OSCR cannot provide individual detailed advice to charities. It was also agreed that it is important that the advisers OSCR may signpost do give accurate advice. However, the way in which OSCR works towards ensuring the quality of advice given by those whom OSCR signposts is a complex issue and requires further consideration. The Board felt OSCR should make it clear that it remains the responsibility of individual advisors to provide accurate advice.

The Board agreed that a revised paper, reflecting comments and specific changes should be circulated for approval before the next Board meeting.

**Chief Executive to re-circulate**

#### 8. **FOI Publication Scheme**

The publication scheme has been revised to take account of OSCR's new status and its new functions.

The Board was content with the proposed new publication scheme, and in particular the six areas in which information will be made available.

The Board agreed that OSCR should not make information that is already publicly available, available in another format. This relates in particular to requests for specific extracts from the Register. It was agreed that the enhanced search facilities on the Register address most queries, and allow a reasonable degree of interrogation. The primary purpose of the Register is to provide a public Register of who are charities in Scotland, and not to provide a marketing, research or networking tool.

**Head of Resource Management to submit scheme to FOI Commissioner**

#### 9. **CEO recruitment**

A proposed critical path for the recruitment of the OSCR Chief Executive was tabled. It was agreed that the Board would see the draft Job Description before this was sent to the Head of the Development Department for comment, whose comments would be taken into account when the Board signs off the job description at its meeting on 25 July.

The Chief Executive confirmed that as she intended to be a candidate, she would step aside and not be further involved in the recruitment process. Any further administration should be undertaken by the Head of Resource Management.

Details including the matter of the level of Board involvement in the composition and interview panel composition, appraisal of the Chief Executive will be the subject of discussion between the Chair and Head of the Development Department.

**Chair to take forward with Head of Development Department**

The meeting concluded at 12.30 pm.

**Action Points: progress report (to be completed for Board 25/7/06)**

- Item 4 : SLA with HR : to be progressed
- Item 5 : Framework Agreement : verbal report
- Item 6 : Communication Strategy : re-circulated
- Item 7 : Compliance Support Strategy :published on website
- Item 8 : Fol Scheme : approved; published on website
- Item 9 : CEO Recruitment : Agenda item