

**MINUTES**  
**OSCR BOARD MEETING**

**Held on 9 March 2006**

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

The Chair welcomed Board Members to this first meeting of the OSCR Board. He conveyed apologies from Iris McMillan, who was unexpectedly unable to attend the meeting. The Chair thanked the Chief Executive and members of the Senior Management Team for their hard work over the past 2 years which provided such a sound platform for the new organisation and gave the Board a flying start.

**2. OSCR and the Board**

The Chair introduced a discussion on the role of the Board by commending the current vision for OSCR as “a flourishing charity sector in which the public has confidence, underpinned by OSCR’s effectively delivery of its regulatory role”. Board Members agreed. The Chair then initiated a Board discussion on what would be the characteristics of an effective OSCR

## **ACTION**

Board. Members identified characteristics of an effective OSCR Board.

The Chief Executive commented that not surprisingly, this echoed the proposed Guidance for Trustees. Board Members agreed that OSCR could not expect to set higher standards for charity trustees than OSCR was itself prepared to demonstrate.

It was agreed that at the second Board Meeting, the Board would spend some time considering what might be the measures of success for OSCR, although the Board expected to have more detailed discussion later in the summer, perhaps as part of a residential away day.

**Board**

### **3. OSCR in the Scottish and UK Context; Chief Executive Presentation**

This focused on OSCR's constitutional position and on some of the current Scottish/UK debate about concepts of regulation. Board Members agreed that OSCR's constitutional position was novel and complex. They also noted from the Chief Executive that the Scottish Parliament Finance Committee had instituted an enquiry into independent regulators, and agreed that this highlights the need for clear agreement with the Scottish Executive (see also Agenda item 4).

### **4. OSCR Staff Status**

The Board considered a paper on the status of OSCR staff, with associated information provided from Solicitors of Scottish Executive (OSSE). The Chair initiated the discussion by indicating that he felt there were 3 key requirements; OSCR and its Board should have the ability to deliver on its statutory functions, which very much depends on staff; OSCR should have a well motivated staff with good career prospects; and any HR services should provide Value for Money which includes not only budget outlay but the costs of time and energy invested.

The Board then considered the possible options, noting that as staff were designated members of the Scottish Administration and the staff were Civil Servants. The issue was rather

## **ACTION**

around flexibility in relation to terms and conditions and the provision of services.

The Board spent some time discussing (a) recruitment and (b) performance management. Board Members were concerned to clarify that the Board and organisation had the ability to handle Human Resources and had sufficient control over recruitment and performance management.

The Board agreed it needed further clarity in relation to OSCR and the Board's powers in relation to these areas. The Board agreed in principle that it was not sensible for OSCR to opt out of the Scottish Executive main collective bargaining processes and agree its own terms and conditions. Subject to satisfactory assurance in relation to the powers of OSCR and the Board, the Board therefore agreed that OSCR should be part of the Scottish Executive Main Collective Bargaining Unit. On that understanding, OSCR would continue to use Scottish Executive HR to be formalised in a Service Level Agreement.

**Chief Executive to seek clarification & provide further Board paper**

The Board also considered briefly the process for appointment of the new Chief Executive. The Chief Executive explained she has a short term contract to 31 March 2007 or whenever the new Chief Executive takes up post whichever is the soonest. The Chair indicated that he expected to discuss with relevant Scottish Executive officials, agree the process and be recruiting in the Autumn.

**Chair & Chief Executive to discuss with Scottish Executive**

Lindsay Montgomery left the meeting at this point.

### **5. Board Code of Conduct**

The Board considered and **approved** the proposed Code of Conduct, with a request that if the Standards Commission has a definition of lobbying this should be included in the definitions at Annex B.

**Chief Executive**

### **6. OSCR Board Procedures**

The Board **approved** the proposed procedures with minor amendments. The Chair requested confirmation of appropriate communication channels.

**Chief Executive to provide Board paper**

## **ACTION**

### **7. Presentations**

After a break for lunch, the Chief Executive gave a presentation on strategic assumptions for the transition and early operation of the Non Ministerial Department. High level strategic assumptions or principles were explained, (and these were considered by the Board in Agenda item 8). The Chief Executive outlined operating assumptions and indicated the progress or otherwise of anticipated Regulations.

The Head of Charities then gave a presentation on the Register, indicating progress on establishing accurate information which would form the basis of the Register. To date, there are 19,700 validated Returns, leaving a reducing number of organisations where enquiries have failed to make any contact with an organisation with a historic Scottish charities number.

There was also a brief discussion of the position of a number of Non Departmental Public Bodies, and this will be considered in more detail at the next meeting as part of the discussion about the Charity Test.

### **8. From Executive Agency to NMD**

The Board considered the paper identifying planning and progress undertaken by the Executive Agency towards the new Non Ministerial Department.

The Board **agreed:**

- To adopt the high level strategic assumptions, with the understanding there will be further detailed discussion at a later stage.
- To endorse and adopt the Consultation & Participation Strategy.
- To agree the Framework Code of Corporate Governance, with one minor addition.
- To endorse the principle of proceeding with early concordats with the Charity Commission, Crown Office, HMRC and Communities Scotland.
- To begin co-operation and information sharing with other public bodies but not at this stage to formally delegate powers to other bodies. The Board would propose to review this at this end of one year.

## **ACTION**

- To establish an Audit Committee.  
The terms of reference to be discussed and agreed by the Deputy Chair and Chief Executive and brought to a later Board Meeting for agreement.
- The choice of internal auditors to be part of the remit of the Audit Committee.
- That OSCR should have a brief Interim Corporate Plan to April 2007, which the Chief Executive should progress.

**Chief Executive  
to progress these  
points**

### 9. **OSCR Timetable**

The Board agreed dates for future Board meeting for the remainder of the year.