

Minutes: Scottish Charity Regulator (OSCR) Board meeting, 24th April 2024. Quadrant House, Dundee



Board Members Present: Marieke Dwarshuis (Chair)
 Jill Vickerman (Vice-Chair) (up to item 9 only)
 Lynn Bradley
 Kirsten Howie
 Neil MacKay
 Robin Strang
 Bill Maxwell

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

Private Business		
Item	Area	Action
1	<p>Chair’s introduction, welcome and apologies</p> <p>MD welcomed everyone to the meeting. JV and RS joined the meeting via Teams.</p> <p>MD noted a change to the agenda. Cases Committee report was moved to item 9.</p>	
2	<p>Declaration of interests</p> <p>There were no declarations of interest.</p>	
3	<p>Minutes of previous meeting and Action log</p> <p>The minutes are to be updated as follows – note that the meeting was conducted online and amend the spelling error at item 14 “Standiung”.</p> <p>Action log</p> <p>Action B108 to remain open. The Board agreed that the proposed changes will be adopted now and the full Review of Standing Orders, Schedule of Delegated Powers including Scheme of</p>	

	<p>Financial Delegation and Terms of Reference of Committees will be completed at the September Board meeting.</p> <p>MD advised that she would ask members at the end of the meeting if the remaining items listed as “proposed closed” can be closed.</p>	
4	<p>Chair update</p> <p>MD gave an update of her work over the past two months.</p> <ul style="list-style-type: none"> • CEO recruitment has now concluded with the successful recruitment of Katriona Carmichael. Katriona will attend the Board meeting on 26 June. • The Scottish Government Framework document has been agreed. • MD chaired the Board Strategy Day meeting. • MD met with ELT and gave feedback on Board papers. <p>There was a discussion around information on staffing costs previously discussed by the Board, and the Chair confirmed that a discussion with SMT on this had been held. She advised that staff information and cost data has been analysed and used recently to complete returns for exercises including Scottish Government position management, the Bill Financial Memorandum and the upcoming UK Government Benchmarking for Public Bodies. There was discussion around the data purpose, and acknowledgement that this determined how the information is presented, used and analysed. Board members said it would be helpful to see the data that is held to assist their understanding of cost drivers, budget and prioritisation. It was agreed that insights from recent exercises would be shared with a health warning due to the constraints of these exercises.</p> <p>Action – Share insights from recent staffing exercises and the allocation of staff costs across the organogram at the June Board meeting.</p>	JH
5	<p>CEO update</p> <p>MM updated</p> <ul style="list-style-type: none"> • Work has begun on the induction for our new CEO. • The changes to the Oracle system will go live on 1 October. • Wider Review – Questions will be posted on Citizen Space on 29th April. MM noted there was potential confusion around the Scottish Government decision to brand this as a 	

	<p>review of charity regulation, rather than charity law. The questions are wider than regulation and we highlighted our concerns about the limitations of the language to Scottish Government colleagues.</p>	
6	<p>Performance Update (including Financial Report)</p> <p>The Finance Governance & Business Manager introduced this paper highlighting the projected overspend against our Budget Act allocation. This is in line with the agreement outlined in the letter of Assurance provided by the DG Communities, to reflect the work associated with planning for implementation of the 2023 Act as outlined in our business case for additional spend for 24–26.</p> <p>Board members thanked the Finance Governance & Business Manager for the clear report and were content with stretching targets and the focus on demand drivers.</p>	
7	<p>2024/25 Final Budget and 2024/25 final Business Plan, and KPI sign off</p> <p>The Finance Governance & Business Manager updated that the Business Plan follows on from the outline shared at the last meeting. This is intended to be the version that is published.</p> <p>The following changes were made.</p> <ul style="list-style-type: none"> • People Priorities have been updated. • 24/25 Budget figures have been rounded to £500. <p>The Business Plan was reviewed.</p> <p>Corporate Outcome 3 was discussed, and the Board asked that the wording “Less than 55% of incoming concerns are not appropriate for OSCR to deal with” be reviewed. Suggested wording “no more than 55% of incoming concerns are not appropriate for OSCR to deal with”.</p> <p>MD reviewed the changes and noted that at Corporate Outcome 1 the Baseline should be 10.</p> <p>Board members suggested looking again at the flow of the Business Plan</p> <p>Action – Before publication of the Business Plan review wording in the narrative sections.</p>	<p>Finance Governance & Business Manager</p>

	<p>Action– Update to be provided at November meeting on how the annual return data will be used to target regulatory work.</p> <p>The Board then discussed the 2024/2025 Budget.</p> <p>Board members asked questions around turnover assumptions, enablement costs and the financial memorandum.</p> <p>MT confirmed that business as usual costs associated with the act implementation will form part of future discussions around OSCR budget. MD clarified that the interim project manager and seconded engagement managers are not ongoing commitments.</p> <p>The board agreed both the Budget and the Business Plan with the minor amendments discussed.</p>	<p>Senior Manager, Higher Risk Cases & Quality Assurance</p>
<p>8</p>	<p>Engagement Strategy Mar 2024 – Mar 2027 (for Decision)</p> <p>The Senior Manager Policy and Sector Improvement introduced the paper explaining that this has been updated from the last meeting and Board members’ comments from the last meeting have been incorporated into the strategy.</p> <p>The Senior Manager Policy and Sector Improvement defined the terms 'engagement' and 'communication' which are used in the Engagement strategy and set out the need for both to work in close conjunction to deliver the engagement programme supporting the implementation of measures in the Act. The Senior Manager Policy and Sector Improvement described how outputs from that programme will be collated, analysed, anonymised, and reported in Board updates.</p> <p>There was discussion around the inclusion of a table or graph in the plan. The Senior Manager Policy and Sector Improvement noted that the strategy will be visually improved by the Comms team.</p> <p>There was a discussion around how the statement “there will be no unintentional bias” will be achieved. The Senior Manager Policy and Sector Improvement said that he will be receiving assistance from sector experts within Scottish Government.</p> <p>MD said this works well as a strategy for engagement over 3 years and the Board was content to approve the strategy.</p>	

<p>9</p>	<p>Cases Committee report</p> <p>JV noted a busy time for the Cases Committee with 2 regular meetings, a special meeting to discuss an individual case and a meeting of JV, KH and RS who discussed how the Committee is working and the progress of the casework team. JV noted the increase in status applications which is manageable with current staffing levels. JV confirmed the Committee is content with the approach being taken with the Kings Foundation inquiry.</p> <p>The Committee have discussed the impact of new powers and there has been a discussion around charity boards of trustees standing down with the expectation that OSCR will appoint new trustees. There will be communications issued to advise of the new powers to appoint interim trustees and what this means for charities. It was confirmed that no interim trustees have been appointed thus far, as there have been no cases where this would be appropriate. The Committee have discussed that in persuading trustees to stay in post those trustees may become part of the inquiry. MD noted there is difficult thinking to be done around this and there is a need to ensure clear communications with trustees.</p> <p>Board members discussed KPIs, and cases closed within 6 months and suggested the Risk Priorities provide a way of prioritising cases.</p> <p>JH noted that there have been 2 cases where the ombudsman has been asked to review OSCR's handling of complaints made about its decisions. In both cases it was found that OSCR had handled the complaints correctly.</p> <p>MD requested that the show and tell session proposed in the 13 March Casework Committee meeting minutes should be for all Board members.</p> <p>Action - Walkthrough of the use of inquiry powers (including new powers in the 2023 Act) to be presented at June or September Board meeting.</p> <p>JV left the meeting</p>	<p>MT</p>
<p>10</p>	<p>Board discussion to inform the input for The Social Justice and Social Security Committee meeting</p> <p>MM introduced the paper and invited the Board to review topics and ideas which MD and MT may wish to bring forward for discussion through our briefing for the Social Justice and Social Security Committee on 20th June.</p>	

	<p>Board members discussed the aim of the meeting and potential questions. MD said they will be ready for but not leading on questions around the cost crisis, banking and the shortage of auditors.</p> <p>MM noted it is part of the Corporate Strategy to increase parliamentary engagement and this is a good opportunity to raise awareness of OSCR as an NMO.</p> <p>MD thanked Board members for their input and said she now had a good sense of where to go.</p>	
11	<p>ARAC update including full Risk Register update</p> <p>LB introduced this paper updating that Oracle is moving as planned and that the Risk Register is being utilised to capture our associated risks and mitigations.</p> <p>Members discussed the Risk around cyber security being changed to medium. It was suggested that wording could be reviewed around the accountability remaining with OSCR.</p> <p>Action – Wording of the Risk around cyber security to be reviewed by ARAC</p> <p>MM said that she was assured by the responsiveness of internal and external audit.</p> <p>Members discussed the Risk around the changeover to Oracle for Finance and HR system, noting it will take time to embed and the possibility that the full package may not be available at go live date. In the period running up to this date there may be risk around resourcing, this will be prepared for in advance and work will be done with partners including the Care Inspectorate who are involved with testing.</p> <p>MD confirmed the Risk Register was reviewed.</p>	Finance Governance & Business Manager
	<p>Lunchtime “Show and tell”</p> <p>Board members attended a show and tell session around the casework Risk Assessment Process.</p>	
12	<p>OSCR 2023 Charities Act Programme Board update</p>	

	<p>MT introduced this paper. The first phase of the project has been completed. Notifications to defaulting charities are now being issued. There has been satisfactory progress defining requirements for the next phase. The options appraisal was reviewed at an ELT meeting on Monday.</p> <p>Following the delays, two engagement managers are currently being onboarded and staff are working to arrange engagements for them in advance of their arrival. The Risk Register has been updated to reflect this and the Programme Board felt there was reasonable assurance. It was confirmed that the engagement managers were external secondments so there are no changes to existing OSCR staffing.</p> <p>Board members discussed whether the Risk Register should be reviewed around the increase in personal information that will be held. It was confirmed that the information gathered will be minimal and managed in line with GDPR.</p> <p>MD asked whether the consolidated Risk has been progressed to the OSCR Corporate Risk Register</p> <p>Action – Check whether the consolidated Programme Board Risk has been added to OSCR Corporate Risk Register</p> <p>MD asked if the options appraisal could be shared with the Board and is to consider if this would be by correspondence or at the June Board meeting.</p> <p>Action – MD to consider if the options appraisal is to be shared with the Board by correspondence or at the June Board meeting.</p>	<p>JH/ Finance Governance & Business Manager</p> <p>MD</p>
13	<p>Digital Strategy financial update</p> <p>The Senior Manager Digital and Communications presented the updated version of the document which includes two new columns showing RAG status and projected costs.</p> <p>The Senior Manager Digital and Communications noted that the tender for the web support contract is not yet green, this is expected within 2 weeks.</p> <p>It was clarified that the colours on the table (excluding RAG) do not have meaning.</p>	

	<p>Members discussed recording expected benefits and cost savings. It was agreed that this would be included in the annual update report to the Board.</p> <p>Action – expected benefits and cost savings to be included in annual update report to the Board.</p>	Senior Manager Digital and Communications
14	<p>Communications Strategy KPI update</p> <p>The Senior Manager Digital and Communications introduced this paper which provides information about the success measures and how they relate to our overall organisational KPIs.</p> <p>Members discussed</p> <ul style="list-style-type: none"> • Tracking external views of OSCR, press service used to track mentions of OSCR and charities in the news. • The difference between KPIs and PIs 	
15	<p>People Strategy Overview</p> <p>The HR & Learning Coordinator introduced this paper noting that year 2 of the strategy had concluded positively. There has been progress on all 6 themes, this was reflected in the positive staff survey results.</p> <p>Members discussed</p> <ul style="list-style-type: none"> • the staff session on praise/celebration. • The benefits of having online as well as in person staff sessions. • Building future talent, the benefit of bringing in external experience, and succession planning. • Effective leadership; living the values of the organisation. <p>MD noted that there is mandatory training around CS expectations and part of Scottish Government talent management and performance management support to leaders.</p>	
16	<p>Update on review of MoU's</p> <p>The Senior Manager Policy and Sector Improvement updated on the challenges for the review and Board members discussed:</p>	

	<p>1. MoUs are not a priority for many partners. There was a discussion around advising partners who have not engaged on MoU work that we would work to a draft MoU until it was agreed or make a formal partnership arrangement instead of a MoU.</p> <p>2. The team member leading on this area left OSCR in December 23. MoU work has been reallocated to other staff across the wider team.</p> <p>Action – MoUs to be reviewed at April 2025 Board meeting</p>	Senior Manager Policy and Sector Improvement
17	<p>Corporate Training Plan (including Board/Staff engagement)</p> <p>The HR & Learning Coordinator introduced this paper which contains details of mandatory learning for staff and Board members. Board members will be issued with OSCR email addresses to enable them to complete online training. Learning for Board members will also include more show and tell sessions and speakers at Board meetings.</p> <p>LB suggested there may also be appropriate training available through other accessible sites such as LinkedIn.</p> <p>ELT are compiling a list of potential speakers for board meetings and also for staff meetings. MD asked Board members to share thoughts on other potential speakers and suggested a TSI CEO.</p>	
18	<p>Review of Board papers and agreement of Action Log</p> <p>Board members said that Board papers including coversheets were a good standard.</p> <p>Board members asked that when a previous paper is referred to that it is linked in the paper. If there have been changes from a previous version of a paper it would be helpful if the changes were listed.</p> <p>Board members confirmed that items marked as proposed closed excluding B108 can be closed.</p>	
	<p>Close</p> <p>MD closed the meeting</p>	