

Board Members present: Lindsay Montgomery (Chair), Pat Armstrong (Deputy Chair), Stuart Cross, Stephanie Fraser (StF), Shona Ulrichsen, Jill Vickerman, Jessica Wade (part meeting)

OSCR attendance: Maureen Mallon, CEO; Martin Tyson, Head of Casework; Dr Judith Turbyne, Head of Engagement & Targeted Response Unit; Laura Anderson, Head of Professional Advice and Intelligence; Judith Hayhow, Head of Support Services; Communications Manager, Senior Legal Advisor (part meeting)

OSCR Engagement Manager (Item 15)

Board Secretary: PA to CEO

Private Business		
Agenda item	Area	Action
1.	Update from CEO Private update.	
2.	Chairman's introduction and apologies Lindsay Montgomery (LM) welcomed everyone to the meeting. No apologies were received. LM acknowledged this had been a particularly busy period. Recent events such as MTCR and the Accounts Webinar were excellent and very well received. LM passed on thanks, on behalf of the Board, to all involved.	
3.	Declarations of interest No significant declarations of interest were declared.	
4.	Minutes of previous meetings: 22 April 2020 The Minutes of the meeting held on 22 April 2020 were agreed as an accurate record and approved subject to changes discussed. In relation to the action log minor amendment were agreed. ACTION: agreed amendments to be made	
5.	Matters arising & Horizon Scanning No matters arising were recorded. Points raised included: ALEOs; ongoing concern, a number of organisation are struggling due to current COVID crisis. Some organisations who have been coping will be struggling in the 6-12 month period ahead due to different levels of funding and support available. The meeting had a robust discussion around issues facing many charities and financial issues coming to the fore in the next financial year. Many charities are experiencing difficulties with funding leading to depleted reserves in many cases. It is important to ensure OSCR are engaging with relevant Public Bodies and other organisations to share information gathered in the recent surveys to maximise support and impact. LA informed the meeting that work is currently being undertaken regarding the financial resilience of charities, specifically analysing larger charities. That information is shared with SG to inform their planning for funding and support for the sector. There will be uncertainty in the Sector in the next 12 months and we will continue to monitor the situation.	

6.	<p>COVID-19 Actions Update</p> <p>MM gave an overview of the paper. The COVID-19 action paper is a specific report to the OSCR board, based on the COVID specific actions identified in our 2020-21 Business Plan. This report provides an update on our actions, activities and responses to the ongoing pandemic. The meeting considered and noted the paper. No specific actions were raised.</p>	
7.	<p>CEO Operational Report</p> <p>MM introduced the paper and asked for any comments or questions.</p> <p>StF asked for clarification regarding OSCR engagement with Institute of Fundraising and the Fundraising Panel. JT confirmed we are liaising very closely with them and had attended a recent panel meeting. There is a very good working relationship between the organisations.</p> <p>The meeting noted the paper.</p>	
8.	<p>Risk Register (RR)</p> <p>JH presented the updated RR to the Board. The RR is considered at every Board Meeting and had been considered at the recent SMT meeting and June Audit Risk and Assurance Committee meeting. Members discussed the Risk Register and agreed some updates to the narrative.</p> <p>MM stated that the weekly Staff Newsletter is circulated to Board Members and all agreed this gives the Board a strong sense of what the organisation is doing.</p> <p>ACTION: - JH to make agreed changes</p>	JH
9	<p>Performance Management</p> <p>The performance report contains corporate information in respect of our operational performance for May 2020 and members should be aware that further updates and checking would be carried out now that we have access to all corporate systems.</p> <p>Members were content with the information as presented.</p>	
11.	<p>Annual Report & Accounts</p> <p>JH presented the paper encompassing The Annual Report and Accounts for 2019-20 together with reports from Internal and External Audit in respect of the audit work they have done throughout the year,</p> <p>The meeting discussed options to maximise readership of the AR & Accounts once finalised. Originally, OSCR were to host a Parliamentary Reception but given the current Pandemic, this is no longer an option. It is important to ensure this information reaches them in a relevant targeted way options explored included highlighting links to individual MSPs areas of responsibility and producing 1-page highlights that are short and sharp to focus attention.</p> <p>In previous years, Recommendations to Ministers were made separately to Ministers by the Board and going forward this should be considered for future years.</p> <p>PA suggested a short video outlining what has been achieved during the year and highlighting key points. All agreed this should be taken forward.</p>	IG

	<p>LM asked what were the currently timescales for laying the accounts. JH confirmed we were waiting on the Certificates of Assurance from SG. Once received, the report will be finalised and sent to Grant Thornton before being forwarded to Audit Scotland. This should be finalised and laid mid-August. SC confirmed the AR & Account were fully considered at the June ARAC Meeting in June. The ARAC recommend the Accounts should be signed off by MM subject to final tidy up.</p> <p>Members had some suggestions to strengthen some areas. Members will send suggestions, typographical errors and drafting issues separately to JH for incorporation.</p> <p>LM noted a substantial assurance rating had been given by Internal Audit. This is a very high assessment and compared well with other parts of the Scottish Government.</p> <p>The meeting discussed the accounts and were satisfied this was a true picture. The meeting discussed various aspects of the accounts and were assured the figures had been audited and scrutinised.</p> <p>Subject to drafting suggestions, the AR & Accounts were approved.</p> <p>ACTION: - Video message on our successes and achievements in 19/20 to be completed - suggestions and drafting comments to be sent to JH</p>	<p>ALL</p> <p>JH</p> <p>IG/MM BOARD</p>
<p>12.</p>	<p>Annual Budget Breakdown</p> <p>JH presented the paper that provides Board Members with information about budget allocation for 2020-21. Board Members were asked to consider and agree the proposed budget split. JH informed the meeting the budget split is based on the £3.3m budget expected to be allocated.</p> <p>The Board approved the budget.</p>	
<p>13.</p>	<p>Audit Risk and Assurance Committee report to the Board</p> <p>SC introduced the Report that summarised the work undertaken by the Audit Risk and Assurance Committee during 2020-21. The report provides assurance to the Board and Accountable Officer that the committee has effectively undertaken the activities delegated by the Board.</p> <p>SC informed the meeting that the annual assurance report has given 2 substantial ratings and 1 reasonable, giving a substantial rating overall. The meeting acknowledged the reasonable rating was mainly due to a timing as much of the work had since been undertaken.</p> <p>The meeting noted the report.</p>	
<p>14.</p>	<p>Annual Corporate Governance Review</p> <p>JH introduced the paper. The OSCR governance review forms part of the 'evidence' submitted and considered by external audit and is a core element in our assurance process. The report summarises the governance related activities that have been undertaken in 2019-20 and provides an overview of the significant work that the Board has undertaken in the preceding twelve months. It should be noted that if the review were carried out now the rating would be substantial to reflect the considerable progress that has been made. JH confirmed the Review had been discussed at the ARAC meeting and points raised have been incorporated into the final report.</p>	

	<p>LM asked that a table be drafted highlighting the main topics being presented at Board Meetings. The Board would like to see, Annual Reports on Equalities, FOI, GDPR.</p> <p>ACTION: - Table to be prepared detailing what coming to Board and when - Draft reports as agreed will come to the Board going forward.</p>	<p>SMT/MD JH/SMT</p>
<p>15.</p>	<p>COVID-19 Survey (OSCR Engagement Manager joined the meeting for this item)</p> <p>JT gave an overview of the paper that outlines some of the key headline findings of the COVID-19 impact survey and provides information about the proposed work going forward. It was noted that this is a changing landscape and many charities were more positive at the time of the survey than they are at present. A further survey will be undertaken to monitor the changes to the impacts on charities.</p> <p>The survey has captured very useful data and consideration is being given to what OSCR will use and what data can be shared with other organisation for them to take forward where appropriate. Information was shared with Volunteer Scotland (information from question on volunteering) and had been incorporated into their slides for a presentation. JT will share those slides with the Board.</p> <p>JT confirmed the report from the bi-annual survey had been received and that information would be shared. PA felt signposting could be a valuable tool e.g. links at end of documents to relevant information to give the bigger picture.</p> <p>The Engagement Manager (EM) informed the meeting that having reflected on the findings, further analysis including consolidating the information to get a clearer picture of the impact on different types and sizes of charities is required. More work is required on analysing the size, age and income sources of charities incorporating trust and confidence reports to complete the full picture.</p> <p>LM confirmed it would be useful to share the outcomes from this further analysis with the Board.</p> <p>Members felt there was more the Third Sector Team could do to understand the bigger picture and different challenges being faced across the sector. MM confirmed work is being done in that area and the Third Sector Team are currently expanding and working to reposition themselves. MM confirmed she had a weekly call with the DD leading this to help shape and inform any decisions.</p> <p>LM thanked EM for all the great work carried out so far. The meeting discussed the timing of the follow-up survey. Some felt 6 months was perhaps too long. However, EM confirmed the 6 months' timescale is right and this had also been discussed with SG analysts and took account of many factors including existing timetables. The meeting agreed acknowledging there is possible survey fatigue in the sector. EM confirmed the survey would take account of scale, scope and ability to track which is more useful data to capture. This will be discussed with SG analysts, who also work with other groups, to ensure the same information is not being captured by multiple organisations. It is important to make it credible and useful.</p> <p>The meeting noted the paper.</p> <p>ACTION Further analysis to be shared with the Board</p>	<p>JT/EM</p>
<p>16.</p>	<p>Digital Project and other IT Procurement updates</p> <p>JH presented a paper to update Members on progress in respect of replacement of the OSCR online system; and to inform Members of progress in respect of the procurement of Cloud Hosting and network support services. The meeting was informed that a replacement off the shelf system and supplier in respect of the replacement of the OSCR Online system had been identified. We are in the process of obtaining detailed costed proposals that will be finalised and come to the Board for approval.</p>	

	<p>The replacement system had been demonstrated and clearly meets OSCR requirements. It is expected this will be in place by end of the calendar year (including the 2-month development phase). A project group will be established to project manage the process.</p> <p>In relation to network support, the tender has been issued and the hosting services tender has been prepared and will issue this week. SG colleagues will provide support and evaluation assistance, and we anticipate that this will take place in the middle of July, with the contract award thereafter.</p> <p>The Board are content with the proposal.</p> <p>ACTION: - detailed online replacement costings to come to Board for approval</p>	<p>JH/MM</p>
<p>17.</p>	<p>Casework Report</p> <p>MT presented the report and updated Members.</p> <p>The Board noted the paper.</p>	
<p>18.</p>	<p>Future Business</p> <ul style="list-style-type: none"> - Topics/Issues coming to Board and When - Strategy Day on 21 July (LM/MM to discuss format/agenda) <ul style="list-style-type: none"> -Board effectiveness review part of that day - Board reappointment (to ensure continuity) <ul style="list-style-type: none"> -LM in discussion with SG re new Board appointment; skills matrix for Members to be updated to inform LM discussions for future appointments 	