

Board Members Present: Pat Armstrong (Deputy Chair), Stephanie Fraser (StF), Jill Vickerman, Jessica Wade, Shona Ulrichsen

OSCR attendance: Maureen Mallon, CEO
 Martin Tyson, Head of Regulation & Improvement;
 Judith Hayhow, Head of Corporate
 Senior Manager Communications & Digital

Internal Audit: joined for item 11 onwards

Apologies: Lindsay Montgomery, Stuart Cross

Board Secretary: Mandy Downie, PA to CEO

Private Business		
Item	Area	Action
1.	<p>Update from CEO</p> <p>Private update and discussion</p>	
2.	<p>Chairman's introduction and apologies</p> <p>Apologies; received from Lindsay Montgomery and Stuart Cross. Pat Armstrong (Deputy Chair) chaired the meeting in the absence of Lindsay Montgomery.</p> <p>Senior Manager Communications & Digital, HR & Learning Co-ordinator, Finance Governance & Business Manager (FGBM), having now been in post for 3 weeks, introduced themselves to Board Members. Members in turn also gave short background updates.</p> <p>Internal Audit are joining the afternoon session of the Board meeting.</p>	
3.	<p>Declarations of interest</p> <p>StF - The Robertson Trust, Ballet West, National Trust for Scotland. StF advised her RoI had been updated to include her position in the House of Lords. SU – The Robertson Trust</p>	
4.	<p>Minutes of previous meeting/Action Log: 16 December 2020</p> <p>Subject to minor amendment, the Minute was agreed as an accurate record and approved. Members were content with the Actions and updates as presented.</p> <p>Board Members technical issues; members should contact Judith Hayhow, Head of Corporate, in the first instance. Technical requirements and issues will be covered as part of the induction of new Members.</p> <p>ACTION: - include IT technical requirements in Board Induction Pack for new members</p>	JH
5.	<p>CEO Report</p> <p>MM assured Members that the organisation is settling into its new structure. It was acknowledged this was a massive change for all staff and we are now seeing key changes beginning to emerge. An all staff meeting was held last week to enable introductions with the new staff.</p> <p>People Survey: A People Strategy is being developed and the outline and approach for rolling this out will be discussed at a special meeting of the Board in March. The session will also</p>	

	<p>consider ways for the Board to engage meaningfully with staff to highlight the seriousness and priority the Board are placing on improving our People Survey Results as well as the overall development and wellbeing of our staff team.</p> <p>Cross-team collaboration continues to be fundamental to how we deliver change in the organisation. The meeting agreed much progress had been made in last 6 months since the survey was completed and while we clearly need to address a range of issues it is important that the organisation continues to move forward.</p> <p>KPI Update:</p> <p>The meeting heard that since January, staff members, led by the ELT have been working to identify outcome measures in respect of key activities and processes for each of the corporate strategic objectives. The FBGM has now been in post for 3 weeks and has been looking at the work done to date. They are currently distilling the work done and segmenting into categories. A draft will be discussed with Members at a workshop session in March and will be effective from 1 April 2021.</p> <p>Revitalising trusts for public benefit:</p> <p>Foundation Scotland have partnered with the Scottish Charity Regulator (OSCR) to launch a brand new project which could unlock additional funding for charities and other community and voluntary groups across Scotland. The Revitalising Trusts project aims to identify charitable trusts registered in Scotland that appear to be inactive and support them to reactivate by using funds that are lying dormant. Members asked that advance notice of planned press/media activity be given to the Board going forward.</p> <p>ACTION:</p> <ul style="list-style-type: none"> - March meeting to be set to discuss the development of our People Strategy - March meeting to be arranged to discuss KPI indicators. 	<p>SMT/MD SMT/MD</p>
6.	<p>COVID Update</p> <p>This is a regular paper during the COVID 19 pandemic period to ensure the Board are aware of actions and activities undertaken and planned to meet the specific outcomes in our 20/21 Business Plan.</p> <p>The meeting asked if any trends were coming through. MT confirmed that some trends including reserves had been identified from incoming inquiries and guidance had already been updated in response. Emerging trends include holding AGMs, end of the grace period for submitting accounts and the sign off of accounts. The meeting heard OSCR is being very responsive by continuing to update the COVID guidance, updating messaging in relation to wet signatures and are currently working with SCVO in relation to constitutions. Proactive work will continue in response to any emerging trends.</p>	
7.	<p>Risk Register</p> <p>The Risk Register as presented had previously been reviewed by ELT, ARAC and SMT and reflects those conversations. Members were asked to consider and provide comment on the suggestions included in the paper in respect of Risks 8 and 10 and 4 and 11.</p> <p>The meeting discussed the proposals discussing the changes and challenges faced due to the Pandemic and the fundamental change from office based to home working and the associated Risks captured in the Register. The meeting agreed home-working was no longer a high risk and was well established. The meeting agreed Risks 8 and 10 should be reviewed and combined. JH will review Risks 4 and 11 taking account of discussions and bring to next Board. Risk 9 in relation to changes in Local and National Government may impact on the organisation. It was agreed mitigation will be updated to reflect the current position.</p> <p>ACTION:</p>	

	- Risks to be reviewed ensuring content reflects priority identified in Board discussions, dates within register to be updated	JH
8.	<p>Business Plan</p> <p>MM gave overview of the paper as presented including the draft business plan priorities and actions for 2021-22. The paper focused on 10 draft priorities that will form the basis of this year's Business Plan. The meeting noted this was an early draft of the actions and priorities and following today's discussion, a draft Plan will be drafted and come to the Board for comment and approval.</p> <p>The Board asked for assurance that COVID longer term issues that may come to light will be considered. MM assured Members that would be considered and included.</p> <p>In respect of point 2, reduce our backlogs and improve service to charities, members asked this be further clarified to include "communication to charities and public", reflecting discussions at the Casework Committee.</p> <p>The meeting further discussed the priorities and actions and a number of further suggestions were put forward. MM confirmed these actions and priorities were the "short, sharp, one-liners" and further details and context will sit below these.</p> <p>ACTION: -- The draft Business Plan will to go to the board for comment and approval</p>	SMT
9.	<p>Schedule of Delegated Powers</p> <p>JH gave overview of the paper as presented. Members were invited to consider and comment on the Schedule of Delegated powers including financial delegation which outlined where responsibility for decision making lies within OSCR.</p> <p>It was recognised that final sign off was not possible in the absence of Lindsay Montgomery (Chair). LM fed comments in via PA and MM including removal of the term Non Executive, Operational Plan to have final sign off by Board and Board to have sight of contentious expenses.</p> <p>Members raised the absence of processes for further wider delegation e.g. SORP Committee delegated to MT and further delegation to another staff member. A mechanism for recording this type of delegation to be included in the overall scheme. JH confirmed that in this type of situation overall responsibility would still lie within the original delegation.</p> <p>A question was raised in relation to the OSCR bank account. It was confirmed and accepted this was for a small amount of £100 for the purpose of paying a direct debit.</p> <p>In relation to the Casework Committee Terms of Reference, Members asked for clarification regarding attendance at the Committee. In particular reference to two members of the committee being present for the meeting to be deemed quorate, is this two Board Members or any two members of the Committee. MT noted there had already been discussion of the ToRs at the Committee and undertook to review and clarify.</p> <p>ACTION: - Method to capture further delegation to be properly recorded - Review and clarify attendance at the Casework Committee to ensure quorate - To be revised and circulated to LM and wider Board for comment and sign off</p>	JH MT JH/SMT
10.	<p>PA welcomed Internal Audit to the meeting and introductions were made.</p> <p>The meeting heard the Internal Audit were attending the Board meeting as part of their assurance marking for OSCR Governance. Internal Audit attend ARAC and also recently attended a Cases Committee Meeting as part of that assurance.</p>	

	<p>Horizon Scanning</p> <p>PA asked members to share any collective knowledge gained from the Sector that could have implications for the organisation now or in the future.</p> <p>Changes within Scottish Government; changes within SG at Senior Level may impact on OSCR's engagement, consideration will need to be given to how we engage and build that relationship.</p> <p>Emergency Funding; there are worries within the Sector in relation to emergency funding ending and the impact may not be clear until June time. Other issues causing concern in the Sector are the possibility of furlough ending, burnout and the challenge of continuing to respond to change at pace. However, it should be noted that funders are doing things differently from at the start of the Pandemic and have a more collective response.</p> <p>Burnout; developing on from burnout, it is important to raise awareness and take action to support people and organisations coming out the other end of Pandemic. There is an expectation that people will change up to another gear to deal with backlogs building during the Pandemic, important to be mindful of this and may be necessary for a period of respite before all getting back to "normal".</p> <p>Feeley Report; Adult social care: independent review; the report is now published, and members expressed some concerns that there was a lack of reference to the vital role Third Sector play. It was acknowledged that a National Care Service does not mean one providing all services, and there is still everything to play for.</p> <p>Mental Health/Wellbeing; this has had a huge impact on young people including in terms of their education. This will take a number of years to be fully addressed and there will be a large role for the Third Sector in this area.</p> <p>The meeting heard the CEO and Chair were meeting with the Cabinet Secretary the following week and discussion will include the overall position of charities and third sector and the requirement for a more strategic approach by government (local and national) to working with and engaging with the sector.</p>	
11.	<p>Casework Report & Update</p> <p>The Board were updated on the Casework Committee's February meeting and made aware of significant ongoing cases. The meeting noted that the Casework Committee's ToR will be reviewed after 1 full year of operation taking account of the ARAC ToRs. As well as reviewing the more complex cases, the Committee draw out some of the generalities of issues as they arise to inform how the organisation learns and deals with similar situations in future. The most recent discussions concerned ways to improve decision-making and communication with charities and public at the end of inquiry cases. The Committee had suggested that a clearer sense of the Board's risk appetite might be helpful here. The Committee has also considered progress against casework backlogs and upcoming resourcing issues. It had reviewed the draft updated Public Benefit Guidance providing feedback to make this a more useful document. The revised version will go to the Board for comment before going to consultation prior to the pre-election period.</p> <p>ACTION:</p> <ul style="list-style-type: none"> - Risk Appetite discussion arranged for 9 March; case study and lessons learnt to be prepared and tabled at discussion - Public Benefit Guidance to be revised and brought to Board for comment/feedback prior to Purdah and consultation. 	<p>MT</p> <p>MT</p>
12.	<p>ARAC Minute & Update</p> <p>Members noted the ARAC Minute for the 2 February 2021 meeting.</p> <p>Members noted the focus of the February meeting had been planning for both Internal and External Audit Plans. As agreed Internal Audit have attended both the February Cases Committee and Board Meeting to cover the governance aspect of the Internal Audit Review to provide the annual assurance opinion.</p>	

	<p>Members noted that a new member has been co-opted to ARAC and has attended his first meeting. He brings a wealth of relevant financial expertise to the Committee. He is expected to remain a member for a period of 1 year which after review can be extended by mutual agreement.</p>	
13.	<p>Performance Management Report</p> <p>The Performance Report contains corporate information in respect of operational performance in the period from the start of December until the end of January 2021.</p> <p>The meeting heard that incoming registration, consent and notification business is now consistently at levels closer to pre-Covid numbers but case holdings are still being reduced.</p> <p>The meeting heard that the redaction backlog in relation to paper copies of accounts received had now been cleared by the Corporate Team. This is essential for transparency within the sector. The Board asked that thanks be passed to all those involved.</p> <p>ACTION:</p> <p>- Thanks from the Board to be passed on to all involved in clearing the backlog</p>	SMT
	<p>AOCB:</p> <p>Meetings to be arranged for March</p> <ul style="list-style-type: none"> - People Strategy session - Charity Law (session 2) - KPI session - Board Self-Assessment <p>Business carried over to next meeting:</p> <ul style="list-style-type: none"> - Board Training 	