

Meeting ONE
of the
Directors of The Promise Scotland (SC693269)
25th April 2022 from 14:30-16:45 in Edinburgh at The Melting Pot

MINUTE

Attendees

Fiona Duncan (FD)	Chair of the Board
Jackie Brock (JB)	Board Member

14:30 – 14:35 Item 1. PURPOSE OF MEETING

Fiona welcomed Jackie to the first formal meeting of the Directors of The Promise Scotland non-statutory company.

It was acknowledged the impact of the global pandemic coupled with the uncertainty about the external operating environment had affected The Promise Scotland's programme of work and significantly delayed the establishment of the organisation and its Board of Directors.

The Directors noted work previously agreed and actioned including:

- On advice of an Expert Group appointed by the Deputy First Minister and Chaired by Sir John Elvidge, The Promise Scotland was registered as a non-statutory company in March 2021 wholly owned by Ministers with two Directors (Fiona Duncan as Chair and Jackie Brock)
 - Development of a Members' Agreement and Articles of Association
 - Establishment of 'corporate governance' arrangements supported by 'operational governance' including Risk Registers and a suite of Policies and Procedures
 - Creation of Business Planning based on a commitment to obsolescence supported by principles that support this
 - Establishment of Budgeting Cycle to supports delivery of the Business Plan, and negotiation with the Scottish Government on annual grant based on the Budget
 - Recruitment of a small team (due to grow in the summer)
 - Identification of a suitable office space, having twice sought suitable properties within the Scottish Government estate (see ANNEX ONE)
 - Ongoing provision of full secretariat support to The Promise Oversight Board
- It was agreed the purpose Meeting ONE was to make up lost ground and embed the work started to enable The Promise Scotland to make progress at pace.

14:35 - 15:15

Item 2.

BUDGET 21/22 YEAR END & 22/23

2.1 Single Organising Framework

The Directors welcomed the evolution of the 21/22 Budget Monitoring Report and its clear links to the 22/23 Annual Rolling Business Plan.

The Directors noted that at this stage of set-up The Promise Scotland team has a unique opportunity to develop a Single Organising Framework that would include:

- Annual Budget and the Budget Monitoring Report
- Annual Rolling Business Plan and the Planning Monitoring Reports
- Clear links between 'corporate governance' and 'operational governance'
 - including Risk Registers, Policies and Procedures etc.

The Single Organising Framework would include a hierarchy to show authority and responsibility, a schedule of activities and make clear the relationship between The Promise Scotland Board of Directors and staff team with The Promise Oversight Board.

2.2 Q4 21/22 Budget Monitoring Report

The Directors requested that Q4 21/22 Budget Monitoring Report be updated to:

- Reflect in full the content of the 21/22 grant letter from the Scottish Government
 - the Directors must be sent a copy of the grant letter with the updated version of the Q4 21/22 Budget Monitoring Report
- Only include actions until the end March 2022, unless specified in the 21/22 grant letter, removing everything not specified from April 2022 to clearer delineate reporting on 21/22 and planning / reporting for 22/23

The Directors requested receipt of an updated version of the Q4 21/22 Budget Monitoring Report as above by Thursday, 28th April 2022 to allow sign off.

2.3 Budget 22/23

The Directors agreed that to sign off Budget 22/23 the following changes were needed by Thursday, 28th April 2022

- To differentiate two aspects of work, Project Costs need to be split into
 - those associated with Plan 21-24, and
 - tasks requested by Scottish Government in its 'Keeping The Promise Implementation Plan'
- The Budget and the narrative about the purpose of the funds withheld by Scottish Government from the grant to cover invoices received from Corra Foundation to cover their costs of release their CEO to Chair must be clear
- A report on any changes to agreed amounts across individual budget lines from the Budget 22/23 previously approved for submission to the Scottish Government, must be provided.

The Directors agreed to review Project Costs and Core Costs at its next meeting and give consideration to future negotiations with the Scottish Government.

- ♡ Action: FD to request The Promise Scotland Senior Leadership Team to progress the development of a Single Organising Framework for consideration at Meeting THREE in early June 2022
- ♡ Action: JB to feedback to the Senior Operations Manager on Q4 21/22 Budget Monitoring Report with a request for actions to be completed by Thursday, 28th April 2022
- ♡ Action: JB to feedback to the Senior Operations Manager on the 22/23 Budget with a request for actions to be completed by Thursday, 28th April 2022

15:15 - 15:45 Item 3. ANNUAL ROLLING BUSINESS PLAN - 22/23

The Directors considered the Annual Rolling Business Plan - 22/23 and what is needed by Friday 13th May 2022 to sign it off, specifically:

- How tasks were considered and decided on, the intended impact, how the Board will know this has happened, by when – and the risks
- A version developed for the Directors with clearer focus on top-line, strategic activity.

As per item 2.1 the Directors' preferred approach should be considered alongside the Single Organising Framework.

- ♡ Action: FD to feedback to the Governance Lead and the Insights Lead with a request for actions to be completed by Friday 13th May 2022

15:45 - 16:15 Item 4. BOARD RECRUITMENT

On 4 March 2022, the Chair provided by email the Scottish Government with the required notice of the intention to appoint additional Directors. She outlined the proposed process of informal then formal approaches, requesting approval to proceed. An email was received on 21 April 2022 from Gavin Henderson, Deputy Director for Keeping The Promise stating that government was 'content with the approach on board members'.

The approach to Director recruitment was agreed with:

- informal and formal approaches to COSLA (1), Solace (1) and Health (1) and a representative with expertise on preventative spend (1) to be sought
- approval that on appointment the CEO would be asked to join the Board (1)
- an approach to be worked up by the Board on how to ensure a formal link with The Promise Oversight Board (1) with the process for that decision
- an open advert for three independent care experienced members (3).

This takes the Board of Directors to nine.

It was agreed that the Recruitment Pack will comprise of:

- Q4 21/22 Budget Monitoring Report and 21/22 Year-end Accounts and Report
- Members' Agreement (subject to minor amends to be taken forward by JB asap)
- Articles of Association (subject to minor amends to be taken forward by JB asap)
- Annual Rolling Business Plan - 22/23 and Budget 22/23 (see above)
- Draft Agendas for 22/23 (3, 4, 5 and 6) plus Action Log (subject to minor amends to be taken forward by FD by Friday 13th May 2022)
- Process for Handbook, Policies / Procedures (incl. process and authority / responsibility (see item 4)

The Scottish Government intends to review the current responsibilities of the Chair of The Promise Scotland and 'take a decision on the future of the role' before the secondment agreement reaches an end on 6 July 2022. This will impact on membership of the Board of Directors.

Currently the postholder is the Chair of The Promise Scotland, the Chair of The Promise Oversight Board and responsibility for Scotland's strategy to #KeepThePromise. The Board will carry out compatibility modelling of the three roles (first draft to be taken forward by FD by Friday 13th May 2022)

- ◇ Action: JB to instruct the lawyers on final amends to the Members Agreement and the Articles of Association by Friday 13th May 2022
- ◇ Action: FD to Draft Agendas for 22/23 (2, 3, 4, 5 and 6) by Friday 13th May 2022
- ◇ Action: FD to model Chair compatibility by Friday 13th May 2022

16:15 - 16:45

Item 5.

POLICIES / PROCEDURES

The process to get all Policies and Procedures (governance and operational) ready for Directors' approval was agreed, with:

- a single, comprehensive list of all
- clear linkage between relevant policies, procedures and forms
- a tone that reflects the organisation's culture and values.
- clarity about sign off
 - in terms of the policy, the hierarchy will reflect delegated authority, aligned to other approvals such as the Risk Register
 - in terms of policy implementation and usage, the responsible person
- proper version control
- a system of reviewing, update and reissue either when legislation changes and / or changes are decided on internally and / or at an agreed frequency, before reissue

- fully accessible for all relevant people (Board, staff, volunteers), appreciating the need for anonymity.
 - supportive systems (like holiday trackers that support flexible working)

To make sure all Policies and Procedures and supporting documents support business needs and are user friendly The Promise Scotland team will be consulted.

The conclusion of the work to develop the Policies and Procedures and their approval by the Directors will lead to the reissue of the Staff Handbook / Welcome Pack.

This work must be concluded by Friday 13th May 2022.

◇ Action: FD to work with the Head of Insights and the Senior Governance Manager to have this concluded by Friday 13th May 2022

16:15 - 16:45

Item 6.

ANY OTHER BUSINESS

No matters were raised

DATE OF THE NEXT MEETING

11 May 2022 and will take place between the Board of Directors and the Member of The Promise Scotland (Scottish Government).