

Meeting FIVE
of the
Directors of The Promise Scotland (SC693269)
29th August 2022 from 09.30-12.30
at NHS Education for Scotland and on Microsoft Teams

MINUTE

Attendees - Directors

Fiona Duncan (FD)	Chair
David Garbutt (DG)	Non-executive Director
Jackie Brock (JB)	Non-executive Director
Jim Savege (JS)	Non-executive Director
Philip Rycroft (PR)	Non-executive Director
Victoria Underwood (VU)	Non-executive Director

Apologies

Anna Black (AB)	Non-executive Director
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In attendance – Senior Leadership Team

Fraser McKinlay (FMK)	Chief Executive (designate)
Claire Stuart (CS)	Head of Insights
Fiona McFarlane (FMF)	Head of Public Affairs
Morag Burnett (MB)	Head of Governance and Operations (minutes)

Apologies

Brian Houston (BH)	Head of Support
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Closed Session of the Directors

09:30 – 09:40 Item 1. Welcome, introductions, apologies and purpose of meeting

Fiona (FD) welcomed Directors of The Promise Scotland non-statutory company to the meeting. She noted that its purpose was for all Directors to understand The Promise Scotland's current work plans and programmes, and to agree future work agendas.

09:40 – 09:45 Item 2. Minutes and action log

Directors agreed the minutes of Meetings THREE and FOUR and received an update on the actions. It was agreed that a minute for all meetings would be published on the website.

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| <ul style="list-style-type: none">• Action: Morag Burnett (MB) to oversee publication of minutes on the website |
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09:45 – 09:55

Item 3.

Declarations of interests

Directors discussed adopting principles and adhering to best practice to deal constructively with conflict on a case-by-case basis. It was agreed to compile an annual Register of Interests, based on the Model Code, and to develop a fit-for-purpose conflicts of interest process. Directors agreed that the most likely source of conflict would be with their respective substantive roles.

- Action: MB to circulate paperwork to Directors to compile the Register of Interests
- Action: MB to develop principles for declaring and managing potential conflicts in meetings

09:55 – 10:15

Item 4.

Update on Chair's appointment and consequent changes to the Articles of Association & Members Agreement

Directors considered Paper 2 and received a verbal update from the Chair about the forthcoming changes to her appointment.

Directors discussed the optimum relationship with the Member and how to articulate this clearly. It was agreed that governance should be kept as straightforward as possible. A set of governance principles will be considered in Meeting SIX and will include inviting the Member to a meeting annually.

Directors also discussed the relationship with the Promise Oversight Board. It was clarified that Directors are responsible for ensuring The Promise Scotland provides The Promise Oversight Board with what it needs to be effective, via assurance that the team are providing an independent, objective secretariat service.

- Action: Paper on governance principles to be considered in Meeting SIX. Agreed principles translated into necessary changes to the Articles of Association and Members Agreement, for agreement with the Member.
- Action: Chair to sign the interim Articles of Association & Members Agreement.

10:15 – 10:25

Item 5.

Resolution: Non-executive Director appointment

The Directors passed a resolution to appoint Sally Loudon, Chief Executive of COSLA as a non-executive Director.

It was reaffirmed that all Directors are accountable to The Promise Scotland and do not represent any other organisation in their meetings.

- Action: MB to progress the necessary paperwork with Sally Loudon.
- Action: Optional presentation for new Directors on the Independent Care Review, The Promise Scotland work to date, 5'S's of governance and the relationship with The Promise Oversight Board.
- Action: Induction for new Directors to cover linkages with the non-executive Directors from Solace, NHS and COSLA.
- Action: Directors to send specific questions they would like covered in their induction to MB.

Fraser McKinlay joined the meeting

10:25 – 10:50 Item 6. Grant letter and budget

FMK introduced Papers 3, 3a and 4 and gave an overview of the recent monitoring meeting held with Scottish Government. He explained that there is a regular cycle of quarterly reporting in place to update the government on progress.

Directors asked the team to ensure that reporting of progress is clear on both the metrics and the stories of change. Reports must demonstrate outcomes, impact and value. Directors also discussed alternative funding sources, including whether the 'system' and/or The Promise Scotland need more funds.

The Directors authorised the Chair to sign the grant letter, subject to the inclusion of a reference to this Board in section 2.7

- Action: Amend grant letter to include a reference to the Directors
- Action: Agenda item on alternative funding sources to come to a future meeting.

Break

Senior leadership team joined the meeting

11:05 – 11:55 Item 7. Single organising framework and rolling work plan

The senior leadership team presented the organisation's foundations and the current work programmes of The Promise Scotland, followed by questions from the Directors.

Directors reflected on the appropriate scale for The Promise Scotland to deliver on the mission whilst not building dependencies or becoming part of the system. It was agreed that The Promise Scotland's in-built obsolescence is essential with Directors having a role to play in identifying the tipping points in work programmes.

Directors discussed their own role as advocates for The Promise Scotland, to help create change. They identified the importance of galvanising a societal response as well as an institutional response. Directors requested information on windows / opportunities for change in their next meeting.

- Action: Embed timeline of windows / opportunities in Q1 report for Meeting SIX

11:55 – 12:10 Item 8. Forward plan

Directors considered Paper 5 and asked that Meeting SIX's consideration of the risk framework includes details of the strategic risks. It was agreed that risk would be a standing agenda item. Directors agreed to consider maximising meetings, including development sessions and strategy days.

- Action: Risks to be added as a standing agenda item
- Action: Models to maximise meetings to be considered in future forward programmes

12:10 – 12:15 Item 9. Any other business

No matters were raised.