

Meeting SEVEN
of the
Directors of The Promise Scotland (SC693269)

25th November 2022 from 13.30-16.30
at NHS Education for Scotland and on Teams

MINUTE

Attendees - Directors

Fiona Duncan (FD)	Chair
Anna Black (AB)	Director
David Garbutt (DG)	Director
Fraser McKinlay (FMK)	Director and Chief Executive
Jackie Brock (JB)	Director
Jim Savege (JS)	Director
Sally Loudon (SL)	Director
Victoria Underwood (VU)	Director

Apologies

Philip Rycroft (PR)	Director
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In attendance – Senior Leadership Team

Morag Burnett (MB)	Head of Governance and Operations (minutes)
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13:40 – 13:45 Item 1. Welcome, introductions, apologies and purpose of meeting

FD welcomed Directors of The Promise Scotland to the meeting. She noted that its purpose was to transact regular business, including horizon scanning, budget processes and quarterly reporting, as well as finish the set-up tasks for the company.

Apologies were noted from Philip Rycroft.

13:45- 13:50 Item 2. Minutes and action log
Paper 1

Directors agreed the minutes of Meetings SIX and received an update on the action log.

Clarification was requested on consideration of risk. It was agreed that risk would be considered quarterly – twice a year by all Directors and twice a year by delegation to the Audit and Risk Committee.

-  Action: MB to send the agreed minute of Meeting SIX to the Member and post it on the website.
-  Action: MB to add 'risk' to Directors' agendas in February and August and to the Audit & Risk Committee agendas in May and November.

13:50 – 13:55 Item 3. Declarations of interests

There were no interests to declare in relation to the business of the meeting.

-  Action: Register of Interests to be circulated by MB before Meeting EIGHT.

13:55 – 14:10 Item 4. Governance Principles
Paper 2

Directors considered Paper 2 and the updated governance principles (independence; assurance; proportionate and transparent). Directors requested the addition of a reference to standards and behaviour and that the agreed governance principles be reflected in the Members' Agreement and Articles of Association.

Directors discussed membership options for the company. Directors agreed that the key judgment they must make is whether a change in membership would enhance and improve delivery of work to #KeepThePromise.

Directors asked for further information before Meeting EIGHT to include: a contextual analysis, clear definitions of and differentiation between ownership and membership, clarity on what changes would aim to achieve, associated risks and a timeline. It was agreed that a session for Directors with Sir John Elvidge would be helpful.

-  Action: FMK to oversee the process to negotiate amendments to the Members' Agreement and Articles of Association.
-  Action: MB to ensure changes are tracked or highlighted in future when documents return to Directors on more than one occasion.
-  Action: MB to include the Directors' principles in public life in the Governance Principles.
-  Action: MB to send the Expert Group's papers to all Directors.
-  Action: More information to be circulated on the optimum structure to ensure delivery of the promise.
-  Action: FD to liaise with Sir John Elvidge.

14:10 – 15:00

Item 5.

Relationship with the Promise Oversight Board

Paper 3

FD introduced Paper 3 and gave a presentation to Directors on the relationship with the Promise Oversight Board. The two key points of intersection between the two groups were identified as pace/performance lag and whistleblowing.

Directors discussed sequencing activity so that they can fulfil their governance role carefully and effectively. They clarified that their role should be proactive externally as well as internally, including advocating to their respective sectors. Different data and intelligence will be required to be brought in and taken out of Directors' meetings. The Promise Scotland team can support Directors to be assertive externally about what good looks like. Directors can play a key role in reducing uncertainty about what it means to keep the promise in their sectors.

-  Action: MB to embed the relationship between the two boards in the timeline (see Item 8).
-  Action: New chair (or co-chairs) of the Promise Oversight Board to be invited to a meeting of Directors.
-  Action: Ensure optional sessions run by the team are open both to members of the Promise Oversight Board and Directors of The Promise Scotland.
-  Action: MB to ensure Directors receive invitations to attend any speaking engagements and events that may be of interest.

Break

15:15 – 15:30

Item 6.

Quarter 2 Progress Report

Papers 4 and 4a

FMK introduced the papers and MB explained in more detail the work commencing on outcomes mapping

Directors commented on the level of detail contained in the report and requested a clear summary dashboard to enable them to identify key progress and challenges. They further requested more emphasis on risks in future versions and asked for more visual representations of progress.

A cover note or executive summary would be helpful, to provide a broad take on the where work is at in the context of the overall journey to keep the promise.

Directors approved the 2022/3 Q2 Progress Report for submission to the Scottish Government.

- ♥ Action: MB to submit the 2022/3 Q2 Progress Report to the Scottish Government
- ♥ Action: FMK and MB to continue to refine the Quarterly Progress Report format.

15:30 – 15:50

Item 7.

Budget Process

Paper 5

FMcK updated Directors on budget planning processes and recent discussions with the Scottish Government.

Directors endorsed a focus in the budget for 2023/4 on sustaining and maintaining current programmes, counselling against significant expansion or growth. The company's focus next year should be on fulfilling existing commitments, including asks from the Scottish Government.

Directors proposed that the company explore capitalising some of the office refurbishment costs.

If alternative funding needs to be considered, alternative ownership and membership structures may need to be explored in tandem. As per agenda item 4 (Governance Principles), Directors asked for further information before Meeting EIGHT in February.

- ♥ Action: FMK to send a short paper to the Scottish Government on future budget projections.
- ♥ Action: Draft budget for 2023/4 to be considered by the Finance Committee and subsequently by all Directors in Meeting EIGHT in February 2023.

15:50 – 16:10

Item 8.

Horizon Scanning towards 2030

Paper 6

FD introduced the timeline in Paper 6 for discussion. To increase its usefulness, Directors requested that it expand beyond dates and events to include wider changes such as innovation, technology and societal changes.

- ♥ Action: Timeline to be updated and added to SharePoint, with the link shared with Directors so they can contribute.
- ♥ Action: Timeline to be updated to include more internal information including budget process, ownership process, relationship and meetings with the Promise Oversight Board.
- ♥ Action: Timeline to be updated to include scanning for big external changes and drivers such as technology
- ♥ Action: Agenda item annually in November to consider the implications of the timeline for strategy, planning and work programmes.

16:10 – 16:10 **Item 9.** **White space**

This item was postponed until the next meeting.

16:10 – 16:20 **Item 10.** **Forward Plan**
Paper 7

Directors discussed adding an agenda item on membership options to a future meeting.

A strategy session will be added to the forward plan, either as a stand-alone discussion or forming the whole agenda for Meeting NINE in May. Directors would welcome a discussion of their role with their respective sectors, including delivery of Plan 21-24 and preparation for Plan 24-27 plus strategy development. VU has a bank of facilitators which she is happy to share for this or any other session.

A session will be organised in The Promise Scotland office in early 2023 for Directors to meet the staff team and develop a deeper understanding of the work of the company.

 Action: MB to update agendas and forward plan based on discussion.

16:20 – 16:30 **Item 11.** **Any other business**

There was no further business.