

**Meeting SIX**  
of the  
**Directors of The Promise Scotland (SC693269)**

3<sup>rd</sup> October 2022 from 09.30-12.30  
at NHS Education for Scotland and on Teams

**MINUTE**

**Attendees - Directors**

Fiona Duncan (FD)	Chair
Anna Black (AB)	Director
Fraser McKinlay (FMK)	Director and Chief Executive
Jackie Brock (JB)	Director
Jim Savege (JS)	Director
Philip Rycroft (PR)	Director
Victoria Underwood (VU)	Director

**Apologies**

David Garbutt (DG)	Director
Sally Loudon (SL)	Director

**In attendance – Senior Leadership Team**

Morag Burnett (MB)	Head of Governance and Operations (minutes)
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**09:30 – 09:35          Item 1.                      Welcome, introductions, apologies and purpose of meeting**

Fiona (FD) welcomed Directors of The Promise Scotland to the meeting. She noted that its purpose was for Directors to finish the set-up tasks for the company and assure themselves that the foundations of The Promise Scotland are in place.

Apologies were noted from David Garbutt and Sally Loudon.

**09:35 – 09:40          Item 2.                      Minutes and action log**  
Paper 1

Directors agreed the minutes of Meetings FIVE, received an update on both the actions and how the action log will be reporting.

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| <ul style="list-style-type: none"><li>♥ Action: Morag Burnett (MB) to oversee publication of minutes on the website</li><li>♥ Action: MB to send the agreed minute of Meeting FIVE to the Member.</li></ul> |
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**09:40 – 09:45**

**Item 3.**

**Declarations of interests**

Directors were reminded to return the declarations of interest form to MB so that the draft Register of Interests can be compiled.

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

♥ Action: Directors to complete and return the declarations of interest form to MB.

**09:45 – 10:05**

**Item 4.**

**Governance Principles**

Directors considered Paper 2 that outlined four governance principles: independence; assurance; proportionate and transparent.

Directors discussed the distinctiveness of the Promise Scotland and the salience of the relationship with the sole Member. Directors discussed the intent to explore future ownership structures, and to include sources of finance.

Directors affirmed their commitment to the independence principle and stressed the importance of having a link to the Member at an appropriately senior level. They requested that the independence principle be further strengthened to reflect their discussion and brought back to the next meeting. Other than this change, Directors agreed the four principles are fit for purpose.

Directors were identified to lead the Audit and Risk committee, the Finance committee, the Nominations committee and to act as a whistleblowing champion. It was agreed that other committee members would be appointed before Meeting SEVEN.

- ♥ Action: FD to discuss linkage with the Permanent Secretary; FMCK to arrange to meet Director-General Education and Justice to discuss.
- ♥ Action: FD to progress the discussion on future ownership structures.
- ♥ Action: MB to redraft the governance principles to reflect the discussion at Meeting SIX and agenda for approval at Meeting SEVEN.
- ♥ Action: Committees to be fully populated before Meeting SEVEN.

**10:05 – 10:30**

**Item 5.**

**Risk Framework and Strategic Risks**

FD introduced Paper 3 and Fraser McKinlay (FMK) gave an overview of the framework and the process for populating it. Directors were content with the clear format presented which was felt to be solid and reassuring.

Directors reiterated their commitment to having the difficult conversations required to ensure Scotland has a relentless focus on delivering for the children and families that the promise was made to. The identification of outcome-focussed strategic risks will support this.

♦ Action: FMK and MB to ensure that key outcomes are reflected in the strategic risk register.

### Break

**10:40 – 11:05**

**Item 6.**

**Quarter 1 Progress Report**

FD introduced Papers 4 and 4a. FMK gave an overview of the work to date and the rhythm of reporting going forwards. Directors were asked to comment on the format and presentation of the draft report.

Directors discussed the purpose of the quarterly report alongside other reports by The Promise Scotland. Directors requested more information to help them understand progress against Plan 21-24 so that they can understand the contribution of The Promise Scotland, assess how the work of the company is driving towards the outcomes and assess its impact. The development of a visual dashboard would assist with this.

FMK explained that work will always be ongoing to identify the big shifts needed to know that the promise is being kept. Directors need to be assured of The Promise Scotland's role in system change and in giving the Promise Oversight Board what it needs to do its job of oversight.

It was suggested that The Promise Scotland should be opportunistic in using process as a means to furthering the aims of 'the promise' where possible. Reporting can be a tool to keep work in the public eye and keep a focus on necessary policy outcomes.

♦ Action: FMK and MB to refine the report format with a focus on purpose, clarity, data, outcomes and impact.

**11:00 – 11:15**

**Item 7.**

**Policies and Procedures**

FD explained Paper 5 was intended to give Directors assurance that there is a full set of policies and procedures in place and being used by the team. Directors were content with the process and the suite of policies.

FD advised Directors they are subject to the Lobbying Act and that MB would produce some brief guidelines for them.

Directors approved a change to all staff contracts from fixed term to permanent, to reflect the reality of employment law. All staff contracts will be amended, and fixed term will be removed for all future recruitment. It was acknowledged this does not change The Promise Scotland's commitment to its own obsolescence and details of how this will be managed between now and 2030 will come to a future meeting.

- ♥ Action: MB to produce bullet point guidance on the Lobbying Act for Directors.
- ♥ Action: FMK and MB to update staff contracts to remove the fixed term.
- ♥ Action: FMK and MB bring a paper to a future meeting on innovative ways to attract, retain and redeploy staff in the light of the planned obsolescence of the company.

**11:15 – 11:20            Item 8.                            Expenditure approval request**

Directors discussed Paper 6, and considered the proposed modest expenditure to make alterations to the office. Directors authorised the works and delegating oversight of the project to the Chief Executive.

- ♥ Action: FMK and MB to progress the office alterations project with Scotwood within the levels agreed by Directors.

**11:20 – 11:40            Item 9.                            White space**

Directors used this time to identify and consider key strategic risks. They considered the role of the company in convening to lead and stimulate, as well as the importance of visibility, sustained public and political focus.

**11:40 – 11:45            Item 10.                        Forward Plan**

Directors discussed Paper 7, the forward programme, noting the addition from previous discussion of the governance principles and staff resource planning. Directors agreed the 'white space' agenda item had worked and should be continued. Reflecting the earlier conversation on strategic risks, Directors requested a paper on horizon scanning to inform a discussion.

The first AGM in November 2022 will necessarily be procedural to sign off the accounts for 2021-22. Directors will invite the Member to ensure it is quorate.

A further invitation will be made to the Member that a senior representative attend a substantive Directors' meeting early in 2023.

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

**11:45 – 11:50**

**Item 11.**

**Any other business**

FD made Directors aware of the support available, with MB to send details of this by email. MB advised Directors of the imminent recruitment for an Executive Assistant and Governance Support Coordinator.

◇ Action: MB to send Directors details of support.