

**Meeting TWO**  
of the  
**Directors of The Promise Scotland (SC693269)**  
11<sup>th</sup> May 2022 from 15:30-16:30 in Edinburgh at The Melting Pot

**MINUTE**

**Attendees**

Fiona Duncan (FD)	Chair of the Board
Jackie Brock (JB)	Board Member
Gavin Henderson (GH)	Scottish Government

**15:30 – 15:35      Item 1.                      PURPOSE OF MEETING**

Fiona welcomed Jackie and Gavin to the meeting of the Directors of The Promise Scotland non-statutory company. It was agreed that the purpose of the meeting was to confirm the governance arrangements to allow for recruitment of Directors and the Chief Executive to proceed.

**15:35 - 15:45      Item 2.                      MINUTE OF MEETING ONE 25-04-22  
AND ACTION POINTS**

The minute of Meeting ONE was agreed, with updates given on the following actions:

- **Single Organising Framework**

Progress is being made on a Single Organising Framework linking governance and operational roles / responsibilities for budgeting, business planning, risk, policies and procedures. The framework will support monitoring reporting, internally including to Directors, as well as externally, including to Scottish Government and others.

- **Q4 21/22 Budget Monitoring Report**

The Directors confirmed they had received an updated Q4 21/22 Budget Monitoring Report and grant letter which met their requirements for sign off.

- **Budget 22/23**

The Directors confirmed they had received an updated version of Budget 22/23 which met their requirements for sign off. Due to the purpose of Meeting TWO, Directors agreed to defer reviewing project costs and core costs until a later meeting.

**15:45 - 16:15****Item 3.****GOVERNANCE UPDATE**

The Articles of Association and Members' Agreement were discussed. As agreed at Meeting ONE, these will be included in the recruitment pack for new Directors and a point for discussion at Meeting THREE. Signatories are the Deputy First Minister and the Chair.

Recruitment will commence in late May 2022. Recognising that organisations may have internal processes they need to follow to appoint a representative, it is likely that Meeting THREE will now take place in late June 2022. This was considered to be acceptable.

A discussion on the range of mitigations in place against the risk of any conflict of interest stemming from vested interests satisfied Directors that The Promise Oversight Board will be supported in a manner that ensures it is able and equipped to fully perform its scrutiny function, including of The Promise Scotland.

The Directors have responsibility for appointing a Chief Executive, and the process to do so will commence at the same time as Director recruitment. A discussion on how to balance the postholder's governance and operational responsibilities and ensure effective line management satisfied Directors that on appointment the Chief Executive should be appointed as to the Board of The Promise Scotland.

It was agreed that after recruitment, an agenda item at an early meeting of the Board of The Promise Scotland will be 'Member Relationship'. Directors will consider how best to involve the Member of The Promise Scotland, including whether to formalise the relationship via the Members' Agreement.

It was confirmed the Scottish Government's review of the role / responsibilities of the Chair is ongoing and any future role will be determined by 'compatibility modelling'.

- ♡ Action: FD to add to Draft Agendas an item on involving the Member by late May 2022
- ♡ Action: GH to ensure Scottish Government considers Chair compatibility modelling in its deliberations.

**16:15 - 16:30****Item 4.****ANY OTHER BUSINESS**

No matters were raised

**DATE OF THE NEXT MEETING**

To be confirmed. Likely to be late June 2022.