

Meeting ELEVEN  
of the  
Directors of The Promise Scotland (SC693269)  
10<sup>th</sup> November from 10.00 – 12.30  
at The Promise Scotland, South Charlotte Street, Edinburgh and on Teams

**Attendees - Directors**

Fiona Duncan (FD)	Chair
David Garbutt (DG)	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**

Anna Black (AB)	Director
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**In attendance – The Promise Scotland**

Gillian Sinclair (GS)	EA & Governance Co-ordinator
Morag Burnett (MB)	Head of Governance and Operations

**10.00 – 10.10      Item 1.      Closed Session**

Directors discussed FMK's one-year appraisal in a closed session following an appraisal process undertaken by the Chair. Directors were satisfied with both the rigour of the process followed and the assessment.

**10.10 – 10.15      Item 2      Welcome, introductions, apologies and purpose of meeting**

FD welcomed Directors of The Promise Scotland to the meeting.

No topics were suggested for the white space discussion and therefore the agenda was restructured to allow this item to take place at the end of the meeting, with any potential topics to be noted during the meeting and / or to allow more time for any agenda item that may require it.

**10.15 – 10.20      Item 3      Minutes and action log  
Paper 1**

The minute of Meeting TEN held on 11<sup>th</sup> August 2023 was approved as correct. All items on the action log are either covered in the agenda, logged on the forward plan for a future agenda, on track or complete.

FMK gave a verbal update on the real time status of actions. Directors agreed to start work on amending governance documents, an action from meeting SEVEN that had been paused.

**10.20 – 10.25          Item 4          Audit & Risk Committee**  
**Paper 2**

Members of the Audit & Risk Committee approved the content of the Minute that took place on 26<sup>th</sup> October 2023 so it can be promptly published online.

The members of the Audit & Risk Committee thanked The Promise Scotland staff for a clean audit and positive feedback from the auditors.

**10.25 – 10.30          Item 5          Declarations of Interest**

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

**10.30 – 10.50          Item 6          Chief Executive Officer update**

FMK gave an update on The Promise Scotland activities and recent meetings, on activity during Care Experience week, including the launch of the recruitment to the Oversight Board, and updated Directors that The Promise Scotland will hold a conference on the 5<sup>th</sup> February 2024 to mark 4<sup>th</sup> years from the conclusions of the Independent Care Review and tell the story of change. FMK invited all Directors to attend. It was agreed that work at a senior level with officials in Scottish Government continues to be necessary to ensure the macro levers of change are keeping pace.

- Action: FD and FMK to meet with Neil Rennick, appointed in September 2023 to Director-General Education and Justice.
- Action: FD to update John-Paul Marks, Permanent Secretary, on the Directors' discussion.

**10.50 – 11.00          Item 7.          Reflections on joint meeting – Directors and the Oversight Board**

FMK gave an overview of the discussion from the joint meeting with the Oversight Board held on the 1<sup>st</sup> of November. The consensus was that all benefitted from introductions and discussing their common purpose to #KeepThePromise and how the respective roles and responsibilities should be communicated and progressed.

FMK agreed with the Directors that an output paper should follow from the joint discussion, and this will be taken to the next meeting of the Oversight Board in December for input then brought to the next Directors meeting in February 2024.

It was agreed to arrange further joint meetings, with the proposed 2024 date being the Director's strategy day in May.

- Action: FMK to produce an output paper following the joint meeting.
- Action: Joint meeting between Directors and the Oversight Board to be arranged for May 2024.

**11.00 – 11.30**      **Item 8.**      **Quarter 2 reporting and management accounts; Risk Register**  
Paper 3

FMK presented Paper 3 to the Directors for comments. Following a discussion Directors signed off the Quarter 2 Report for submission to the Scottish Government.

Directors discussed 'deep dive' updates on each of the areas of focus in the Strategic Work Programme, with the timing and order to be delegated to the Chief Executive. FMK will schedule the updates in the forward plan.

All Directors will be granted full access to dedicated SharePoint folder for The Promise Scotland (SC693269) which contains all papers and minutes including sub-committees.

- Action: Quarter 2 report to be submitted to the Scottish Government.
- Action: FMK to scheduled deep dive session in the next forward plan
- Action: Permissions to The Promise Scotland (SC693269) SharePoint folder to be updated.

**11.30 – 12.00**      **Item 9.**      **Timeline and Strategy**  
Paper 4

FMK presented the Paper 4. Directors discussed and endorsed the principles and approach towards the wind down of The Promise Scotland in 2030. It was agreed that this needs to be an annual agenda item and asked that FMK build legislation and scrutiny into the next iteration, as well as securing the legacy of the Independent Care Review and subsequent work of The Promise Scotland, considering all necessary mechanisms, such as asset transfer.

Directors suggested appointing a learning partner to track work and impact towards the organisation's obsolescence.

FMK reiterated to Directors that he continues to be fully confident and committed to keeping the promise by 2030.

- Action: FMK to build on glide plan and bring back to Directors in 2024 for discussion

**12.15 – 12.25**      **Item 10.**      **White Space**

No minutes were taken for this item.

**12.25 – 12.30      Item 11.      Forward Plan**  
Paper 5

For the Annual General Meeting to be quorate, the Member is required to attend. The scheduled Annual General Meeting had to be postponed immediately beforehand as the Member advised the necessary paperwork to appoint a proxy representative had not been completed and therefore the Member was unable to attend.

A new date needs to be set in the coming weeks in order that the accounts can be approved and filed with Companies House before the deadline of 31 December 2023.

**12.30 – 12.45      Item 12.      Any other business**

A discussion took place on the benefits / non benefits of extending membership of The Promise Scotland to include the wide range of organisations playing critical roles. The Board of Directors unanimously agreed not to change the membership at this time.