

Audit and Risk Committee
of the
Directors of The Promise Scotland (SC693269)
on Tuesday 28 October 2025 at 14.00- 16.00
at The Promise Scotland, South Charlotte Street, Edinburgh

Approved minutes of meeting

Attendees - Directors

Victoria Underwood (VU)	Committee Chair
Anna Matthews (AM)	Director

In attendance

Asima Hussain (AH)	Finance and Central Services Manager
Fraser McKinlay (FMK)	Director and Chief Executive
Morag Burnett (MB)	Head of Governance and Operations (minutes)
Philip Griffiths (PG)	Thomson Cooper (External Auditor)

Apologies

Jane O'Donnell (JOD)	Director
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1. Welcome, apologies and purpose of meeting

Jane O'Donnell sent her apologies. It was noted that the meeting is quorate with two directors present.

Fiona Duncan resigned from the committee in April 2025, as recorded in the minutes of Meeting SEVENTEEN of the Directors held on 27 May 2025. Members noted their thanks.

The Chair outlined the purpose of the meeting: to review the draft financial statements before the AGM; to meet in closed session with the external auditor; to be assured of due diligence regarding the office move and to review the strategic risk register.

2. Closed session with external auditor

Directors held a closed session with the auditor without the staff team. No concerns were raised.

3. Declarations of interests

No relevant interests were declared.

4. Minutes and Matters Arising

The minutes of meeting dated 23 April 2025 were approved at the Directors' meeting dated 27 May 2025. All matters arising are complete or in hand. The committee timeline and glidepath will be incorporated into the overall organisational glidepath that will go the full Board in November 2025.

5. Audit of Financial Statements & Directors' Report

VU introduced Philip Griffiths - Audit Manager from Thomson Cooper. Mr Griffiths presented the audit of the accounts for the financial year 2024-25.

Mr Griffiths thanked Asima Hussain and The Promise Scotland staff for work on the audit that took place in August 2025. There were no significant issues to note. Committee members discussed the Completion Memorandum and were satisfied with the comments and clarifications provided by Mr Griffiths. Mr Griffiths commended the team for the use of ApprovalMax as a clear authorization system.

The Committee agreed the draft Income and Expenditure Account and The Balance Sheet presented should be submitted for approval at The Promise Scotland AGM on 25 November 2025. It was also agreed that, once approved, the Letter of Representation to be signed by Fraser McKinlay, Director and Chief Executive and accounts sent to Fiona Duncan, Chair, for signature via DocuSign. The statutory accounts will be submitted to Companies House in December 2025.

Mr Griffiths wrote to HMRC last year to check if The Promise Scotland was exempt from submitting corporation tax returns. HMRC declined to clarify, therefore Thomson Cooper will continue to submit the corporation tax return.

FMK introduced the draft Directors' narrative to the report, which was discussed by Audit and Risk Committee members. Directors thought the report was concise and clear and agreed to include the narrative in the papers for the AGM on the 25th November for discussion and approval by all Directors.

Directors were reminded of the importance of verifying their identity with Companies House.

Mr Griffiths concluded his presentation, was thanked by Directors, and left the meeting. Committee members thanked Morag Burnett, Asima Hussain and the team for another successful audit.

6. Office Space

The Chief Executive provided an overview of the due diligence being carried out by the team to give the Committee assurance that appropriate actions have been undertaken to minimise any risks involved in breaking the lease. Committee members requested that any risks associated with moving to new premises be captured in the risk register, along with mitigations.

7. Strategic Risk Register

The Chief Executive provided a summary of the updated risk assessments and confirmed that there had been no changes since the September 2025 Directors' meeting.

The committee reviewed the register and asked that mitigations for risk *G01 should include the appointment of the deputy chair.

**Risk titles are summarised at the end of item 7.*

The committee discussed risk *F01 in the light of the Audit Scotland report. The impact on other risks including *F02, *F03, and *ED01 was noted. The committee asked for a mapping of the report's conclusions against the risk register before Meeting NINETEEN in November, with recommendations for any related changes to risk scoring, the identification of any new risks if relevant and opportunities. In addition to discussion in the standing item on the risk register at the Directors' meeting, this will be proposed for white space discussion at Meeting NINETEEN.

FMK gave an overview of the Bill process to date and forthcoming committee sessions. Committee members asked that the Bill be mapped against the risk register and mitigations and controls for risk *ED04 be updated accordingly.

The committee discussed risk *ED02 in the context of evaluating the impact of the Strategic Work Programme and asked for greater consideration on how to evidence contribution to impact. MB explained that a further iteration of quarterly reporting will be presented to Directors in their November meeting. Committee asked this to be taken forward at the Directors next meeting to be clear on their asks of the team.

Directors asked that paper copies of the disaster recovery plan be printed out, in the event that the IT system is inaccessible.

Directors requested that the first meeting in 2026 consider the impact of AI. It was noted that The Promise Scotland has developed an AI usage policy for staff.

The Committee confirmed they were satisfied with the identified risks and agreed that the Risk Register, with the amendments above, be presented to the Board of Directors at the November meeting for further discussion and sign-off.

**ED01 - Loss of confidence from the care community*

**ED02 - Value of work programmes is unclear and information about them is inaccessible*

**ED04 - Failure to take account of and influence the external environment*

**F01 - Role and voices of The Promise Scotland and The Oversight Board are not sufficiently delineated or understood.*

**F02 - Failure to provide adequate support to organisations working to #KeepThePromise.*

**F03 - Failure to have effective monitoring processes in place to monitor progress towards #KeepThePromise*

**G01 - Ineffective governance and scrutiny processes and structures*

8. Any other business

No other business raised.