

Meeting SEVENTEEN
of the
Directors of The Promise Scotland (SC693269)
on Tuesday 27 May 2025 from 14:00-15.30
at The Promise Scotland, South Charlotte Street, Edinburgh

Approved Minutes of Meeting

Attendees - Directors

Fiona Duncan (FD)	Chair
David Garbutt (DG)	Director
Fraser McKinlay (FMK)	Director and Chief Executive
Jackie Brock (JB)	Director
Jane O'Donnell (JOD)	Director
Jim Savege (JS)	Director
Philip Rycroft (PR)	Director
Victoria Underwood (VU)	Director

Apologies – Directors

Anna Matthews (AM)	Director
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In attendance – The Promise Scotland

Gillian Graham	Executive Assistant and Governance Coordinator (minutes)
Morag Burnett	Head of Governance and Strategy

1. Welcome, introductions, apologies and purpose of meeting

The chair welcomed the Directors to the meeting thanking all for contributions to the Strategy Session that had taken place that morning which had been attended by Joe Griffin, the Permanent Secretary.

Anna Matthews (AM), who participated in the Strategy Session, sent her apologies. Jackie Brock (JB), who participated in the Strategy Session, joined the meeting from item 4.

2. Minutes and action log

The minutes of Meeting SIXTEEN on 18 February, were approved as accurate.

Fraser McKinlay (FMK) provided the Board with an update on changes to the scheduling of items outlined in the previous minutes, as detailed in the Forward Plan. This included postponement of the:

- planned deep dive into the Promise Bill, now renamed the Children and Young People (Care) (Scotland) Bill. FMK confirmed this will need to take place once the Bill is laid to allow for access to the necessary information to allow for a deep dive available.
- publishing of The Promise Scotland Annual Report until June to reflect the work required to develop the 'Keeping The Promise: A local perspective' report.
 - the team is compiling a comprehensive list of completed work for publication.

Audit & Risk Committee minutes from 23 April 2025 were approved by Victoria Underwood (VU), the Committee Chair and other Committee members who had attended, allowing for the approved minutes to be published on the website.

VU gave an update on the Audit and Risk Committee's consideration of the appointment of a Deputy Chair, governance in terms of office bearers' eligibility and the nominations process. One nomination was received and the Chair invited Directors to approve the appointment of Jim Savege as Deputy. This was unanimously agreed with immediate effect. Directors noted that the Board Effectiveness Review endorsed the appointment of a Deputy Chair.

Following a verbal request from government for an in-year reduction to the Budget 2025-26, an Extraordinary Board Meeting took place online on 2 May 2025. Directors considered financial options and associated implications to the planned delivery of priorities. The minute of the meeting was approved, and it was noted that FMK had written to government on 8 May outlining the Directors settled position.

Directors expressed concerns, in the absence of confirmation of Budget 2025-26, the risks of further delay to delivery against the timeframes outlined in the [Strategic Work Programme 2025/26](#) (Focus on Change) published in March. FMK committed to following up with The Permanent Secretary who that morning had pledged to prioritise securing a confirmation of the financial position. Directors agreed that FMK would then take a view of whether it was necessary to prepare staff to review plans and timeframes, publish a revised Strategic Work Programme 2025/26 and appropriately communicate the changes.

Further discussion of the associated risk (Fin02) took place during Item 6, Risk Register, below.

3. Declarations of interest

No declarations of interest were received for this meeting.

4. Quarter 4 reporting & management accounts

FMK gave a brief introduction to the paper and informed the Directors that, with the start of the new Strategic Work Programme, this will be the final report in the current format. The team is working on a new approach to impact measurement and Directors will see the first version of this in September 2025.

The financial situation is clearly set out in the report and was discussed at the Extraordinary Board Meeting with the associated risk (Fin02) of any budget reduction discussed in Item 6, Risk Register.

MB is working on modelling the organisation's glidepath to obsolescence and associated budget requirements. FMK confirmed this will reflect the bell-curve of delivery and spend in the lead up to 2030.

The website is being updated and will include a section on governance and the role and responsibility of Directors.

5. Chief Executive's Report

This Report provides Directors with an update on activities and events since the last meeting, to invite discussion.

The Auditor General for Scotland and the Accounts Commission have confirmed the publication of the Performance Audit Report is scheduled for autumn, and this will be reflected in the Director's Forward Plan. Directors expressed a keen interest in the insights this may bring for work to keep the promise and the role and responsibility of The Promise Scotland. It was agreed that, date depending, this will be discussed at Meeting EIGHTEEN (September) and the next Audit and Risk Committee Meeting (October).

On 5 July, the Head of Support's contract finishes. In keeping with the dynamic nature of Scotland's work to keep the promise and therefore The Promise Scotland's contribution, an internal recruitment process has engaged the entire staff team in considering how to make best use of this opportunity to drive change at a senior level.

The Children and Young People (Care) (Scotland) Bill (previously referred to as The Promise Bill) will be laid before parliamentary recess. FMK confirmed that, over the summer, the team will prepare a response, and he drew Directors' attention to the policy section on the website which includes information and consultation responses.

6. Strategic Risk Register

VU ran through the proposed changes discussed at the Audit and Risk Committee meeting on 23 April 2025 and detailed in the minute.

In light of the recent increases in cyber-attacks that have significantly impacted businesses and public sector, this included an elevated rating of risk G02 – Governance. Directors agreed.

Directors were reminded of the company's process to submit the Budget 2025-26 to Scottish Government. After a review of a first draft by the Finance Committee, then consideration of a revised version by the Directors, a final version was submitted to government by FMK on 25 February 2025. Directors noted that no written acknowledgment of the submission nor confirmation of a Budget for 2025-26 had been received, nor had any indication of the approval process or timeline been provided. Directors noted that due to similar levels of uncertainty last year, they had increased the risk level of Fin02. JS, Chair of the Finance Committee proposed that if required, he would convene an additional meeting of the committee to discuss budget and implications on work planning. This was warmly welcomed.

At the morning Strategy Session, whilst considering the conclusions of the Board Effectiveness Review, Directors were reminded of the questions that inform The Promise Scotland's strategic scope and development of the Strategic Work Programmes (see section 4, page 7 of Strategic Work Programme 2023/24 ([Focus on The Promise](#))). Answers to these questions determine the organisation's approach to identifying and discharging its role / responsibility and allocation of resources.

Directors felt the midpoint in the decade of work to keep the promise is the critical moment for a 'reset' across a range of actions, including a re-examination of the strategic scope questions. It was agreed to dedicate time to a 'reset' in advance of the development of the next Strategic Work Programme.

This led to a discussion about the opportunities a 'reset' offers in terms of the organisation's relationships, whilst respecting its independence from the 'system' and ability to operate without fear or favour. Directors reflected on ways to engage a range of key stakeholders in the development of future Strategic Work Programme. In the meantime, they considered that risk ED03 should be increased.

Directors agreed that the appointment of a Deputy Chair mitigates the need for escalation of F04 - Independent Strategic Advisor's contract ends.

It was agreed that the Audit and Risk Committee would consider ED02 at their next meeting.

7. Forward Plan and any other business*

In the interests of good governance, and as planned, Fiona Duncan notified the Chair of the Audit and Risk Committee that she is stepping down from the Committee.

Jackie Brock advised that, having been a founding director of The Promise Scotland, and completed a four-year term, she is now stepping down. MB is undertaking a review of skills,

experience and knowledge for the Audit and Risk Committee and will expand this to include the full Board to support succession planning and will bring a recruitment plan and timeline to a future board meeting.

Directors agreed in addition to standing agenda items, the following Forward Plan:

- **Meeting EIGHTEEN:** 2 September 2025, 1.30pm-4.00pm
 - new quarterly monitoring framework to be considered
 - deep dive into the Children and Young People (Care) (Scotland) Bill
 - an update on the Accounts Commission / Auditor General Performance Audit Report
 - update on Plan 24-30 and route map development, including discussion on the 'exception and escalation process'
- **Meeting NINETEEN:** 25 November 2025, 1.30pm-4.00pm
 - Glidepath update
 - Financial modelling
 - Re-examination of strategic scope questions
 - Consideration of a 'reset'
 - AGM
 - With member in attendance
- **Meeting TWENTY:** February 2026
 - Budget approval

- **Meeting TWENTY-ONE:** May 2026
 - Strategy Session
 - With Permanent Secretary in attendance
 - Settled decision on strategic scope questions (ready for “in the latter half of 2026 a new work programme will be developed” from the published [Strategic Work Programme 2025/26](#) (Focus on Change)).
 - Reset to fulfil scope
- **Meeting TWENTY-TWO:** September 2026
- **Meeting TWENTY-THREE:** November 2026
 - Glide path update
 - AGM
 - With member in attendance

NEXT MEETINGS

Directors’ meeting – 2nd September 2025

Audit and Risk Committee – 28th October 2025

AGM and Directors’ meeting - 25th November 2025