

Board Members Present: Marieke Dwarshuis (Chair), Jill Vickerman (Deputy Chair) Jessica Wade, Neil MacKay, Bill Maxwell, Robin Strang, Kirsten Howie

Apologies:

OSCR attendance: Maureen Mallon, CEO  
 Martin Tyson, Head of Regulation & Improvement  
 Judith Hayhow, Head of Corporate Finance, Governance & Business Manager  
 Senior Manager Communications & Digital  
 Senior Legal Advisor  
 Senior Policy & Sector Improvement  
 Board Secretary

Apologies Lynn Bradley

Private Business		
Item	Area	Action
1, 2 & 3	<p><b>Chair’s introduction, welcome, declaration of interest, minutes from previous meeting and Action log</b></p> <p>2. Declarations of interest – None</p> <p>3. Minutes of previous meeting- agreed and adopted</p> <p>3. Action log-                      It was noted that the actions 742 should in fact still have an “ongoing” Status as MD &amp; LB still to have a discussion.</p>	
4.	<p><b>Chair update</b></p> <p>MD provided a verbal update on various meetings that she had attended, including meeting all OSCR staff in small teams, an in-depth meeting about legislation; an introductory meeting with SCVO with the CEO, and also attended meetings with SG officials and the Cabinet Secretary.</p>	
5.	<p><b>CEO update</b></p> <p>The CEO advised that OSCR was in a good place operationally and went on to explain how the fortnightly ELT Thematic meetings were helping our continual improvement and were working very well. The Board asked about the topics of the fortnightly thematic calls, and the CEO agreed to share the topics of the last few meetings with the Board.</p> <p><b>ACTION</b></p> <p>The CEO also mentioned that the staff had all settled into hybrid working with most people being in the office at least two days per week, if not more.</p>	<p><b>Finance, Governance &amp; Business Manager/</b></p>

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## Performance Report

The Finance, Governance & Business Manager introduced the paper and asked for any questions or comments from the Board.

A question was asked re the final position on the lease- JH advised that it is not yet signed off by Ministers, however we expect this to happen soon.

The Finance, Governance & Business Manager responded to a question re measuring the efficiencies we are looking at. He advised that we now have a Data Improvement role in place which will assist with tracking these alongside resource planning. Discussions on this are ongoing.

The next question discussed was what comparisons have been made re for instance defaulting charities with other UK Regulators. MT advised that at the moment we have around 10% of registered Charities defaulting, an increase from around 4-6% pre pandemic. MT advised that the latter figure was roughly comparable with other registrars such as CCEW or Companies House, though it is difficult to compare ourselves against the CCEW as smaller charities do not need to be registered in England.

It was mentioned that some narrative around the graphs in the Board Dashboard on pages 19 and 20 would be helpful going forward.

The Board then asked for updates on the Inquiry Policy and on the recent Industrial Action,

MT advised that our draft of the Inquiry Policy was sent out 2 weeks ago to Law Society of Scotland, Independent Chartered Accountants Scotland and to the Scottish Public Services Ombudsman. We are arranging for a meeting with LSS and will feedback into the Cases Committee at its April meeting with a draft for discussion. This will either be brought to the April Board if time permits, or will be circulated to the Board members via email/Objective Connect. There is a dependency between finalising this and being able to finalise the new online Concerns form. **ACTION.**

MT

The CEO then gave a short update on the effects of the recent industrial action. Some staff did strike and this mostly impacted our work in risk assessment and low risk casework. A further day of industrial action is planned for March.

The Chair asked if the Revitalising Trust Project is likely to be continued. MT advised that the final decision on this is with Foundation Scotland.

JH advised that we are working on several projects at the moment related to accommodation and digital, and daily meetings are being held to ensure these are completed as quickly as possible before the end of the financial year. The Senior Manager, Communications & Digital advised that the vast majority of the planned improvements would be complete.

The CEO said that she was happy with progress to date and thanked the team.

7.	<p><b>Cases Committee update</b></p> <p>JV introduced the paper and spoke about the growing number of cases of interest. The Committee is concerned that there appears to be an increasing level of resistance by some charities to our use of our inquiry powers. Discussions on how we manage this are ongoing. MT agreed that there were frustrations around this.</p> <p>The Board asked if when we open a new case, do we set up timelines for OSCR and give external parties deadlines? Also if the new legislation will help?</p> <p>MT advised that the ability to identify and contact all Trustees from the outset is likely to help, as will improved information gathering powers. MT also said that it was important that we set expectations on process, behaviours and possible outcomes from the start of cases.</p> <p>Turning to the wider picture, MT advised that increased flexibility in the team is allowing the moving of resource and focus to where it is required.</p>	
8.	<p><b>ARAC</b></p> <p>BM introduced the report. The ARAC committee highlighted that the full risk register will be presented to the Board at the April meeting, where board approval for removal of one risk and the adoption of new risk groupings will be proposed. <b>ACTION</b></p> <p>There were questions around the counter fraud strategy and specifically whether there were any gaps to be looked at. It was confirmed that fraud in the charity sector is well covered by our regulatory activities, and that the Counter Fraud Strategy presented for approval relates to fraud within OSCR. Due to separation of financial duties, there is very limited capacity for fraud to occur at OSCR. MM also advised that staff must comply with the Civil Service code of practice and also undertake mandatory annual counter fraud training.</p> <p>The Chair then asked the Board for their vote on the proposed adoption of the counter fraud strategy, and this was <b>approved</b>.</p>	BM/JH
9.	<p><b>Financial Report</b></p> <p>JH presented the paper.</p> <p>A question was asked around if we should be looking at FTE numbers given that we are carrying vacancies and are working short of our intended full FTE numbers at the moment. Has there been any impact on our output? JH advised that all vacancies continue to be looked at individually and decisions being made on a case-by-case basis about whether to fill each, including considering the impact of not doing so. Resourcing and modelling discussions around overall staffing costs are ongoing in light of the resource spending review indicative budgets.</p> <p>In response to a question about financial savings stemming from digital improvements, the Board were advised that recent upgrades have meant we have an improved platform to enable future changes to be made to</p>	

	<p>OSCR systems more easily and affordably. We are currently providing training on Objective to colleagues so that they have the skills to make system changes in future, minimising our reliance on external suppliers. The Senior Manager, Communications &amp; Digital advised some of the digital work is tailored to longer term benefits.</p> <p>The Chair asked if we could look at documenting any positive impacts of project work- time freed up, impact on roles, did forecasted benefits actually happen etc. and it was agreed that a summary could be pulled together, based on information from the Business Cases prepared in respect of the various workstreams. <b>ACTION</b></p> <p>MM also spoke around how OSCR need to make ourselves more visible as an organisation and ensure that our colleagues in SG have a better understanding of our role.</p>	<p><b>Finance, Governance &amp; Business Manager/JH</b></p>
<p>10.</p>	<p><b>OSCR Grievance procedures</b></p> <p>The Senior Legal Advisor spoke around the paper and asked the Board for any comments or questions.</p> <p>The Board asked for clarification of whether they would be made aware if a 'protected disclosure' under PIDA was made or when a Concern was raised under the Civil Service Code.</p> <p>The Board queried what they should do if they were approached directly by a member of staff about a grievance or a Concern. The Board was advised that they should direct the member of staff to the formal SG processes which were set out and explained on Saltire. There were discussions about what a Board member should do if they have concerns about a member of staff, another Board member, the Chair, or CEO. The Senior Legal Advisor will make provision for what should be done in the Standing Orders and will re-circulate these to the Board. <b>ACTION</b></p>	<p><b>Senior Legal Advisor</b></p>
<p>11.</p>	<p><b>Review of Board Papers</b></p> <p>Good feedback given on Board papers, and it was requested that we keep pack to under 100 pages if possible. It was also requested that the Performance Report can be improved by adding some narrative and trends.</p>	
<p>12.</p>	<p><b>Charity Legislation Update</b></p> <p>The Senior Policy &amp; Sector Improvement Manager gave an outline of the paper and around OSCRs attendance at the Social Justice and Social Security Committee Hearing re the Bill on 9<sup>th</sup> March. The nominated OSCR spokesperson (probably MT) will be prepared to respond to any concerns raised. Consultation with stakeholders is ongoing, with some good pointers received following discussions with CCEW. A briefing will be prepared which should cover all possible questions that may be asked.</p>	

	<p>The Board thanked The Senior Policy &amp; Sector Improvement Manager for the informative update.</p> <p>Responding to questions from members MT advised that given the huge range of charities, indications are that we will need to be able to say how we will implement in detail and make decisions within the broad provisions of the Bill. We need to show that we will be open and upfront on what changes will mean for charities. There is likely to be a long lead in time which will enable OSCR to decide on processes and how we will deal with them, resolving issues where we can prior to implementation to ensure as smooth as run-in as possible for the sector. For instance, we should have discussions on certain changes upfront with charities that may be affected for instance where trustees or senior staff would be disqualified, but where this may be as a result of issues stemming from financial abuse by others. The Chair then asked if anyone had any questions around the proposal for a new Programme Board to be formed which will oversee a range of projects that will move the provisions of the Bill into business as usual for OSCR.</p> <p>One question was whether concerns on programme risk should be escalated through ARAC or direct to the OSCR Board. The Chair is to consider this. There were also questions raised on the wording of the role of the Programme Manager and the need for a Senior Responsible Officer (likely to be MM). Consensus was that further discussion required around who will be responsible for the implementation of any decisions made. It was agreed that the two OSCR Board members who are to form part of Programme Board will be KH and BM.</p> <p>It was agreed that MT and Team can proceed to implement the Programme Board on condition that the TOR should be redrafted in light of the points raised in discussion. The TOR should then be recirculated to the Board for approval. <b>ACTION</b></p> <p><b>ACTION</b> Chair to discuss the escalation route for Programme risk with ARAC chair.</p>	<p>MT</p> <p>MD</p>
<p>13.</p>	<p><b>Corporate Strategy 2023-2026 draft review</b></p> <p>The Finance Governance &amp; Business Manager introduced the draft report.</p> <p>A discussion on the OSCR Mission statement followed The Board then made some detailed suggestions on the draft Corporate Plan.</p> <p>The Board suggested that it was reasonable for the Corporate Plan to be reviewed annually or more regularly if need be.</p> <p>A further discussion was held on the section on how we will measure our success. JV is to email all Board Members with her thoughts on this and that and other responses will be discussed by OSCR.</p> <p><b>ACTION</b></p>	<p>JV</p>

	The Chair asked for all suggestions from the discussion to be looked at and for an updated version to be circulated to the Board ahead of the Strategy Day in March. <b>ACTION</b>	Finance Governance & Business Manager
	<b>Meeting closed.</b>	