



## Minutes

**Meeting:** Board Development Event:  
Governance Review and Board Effectiveness

**Date:** 13 March 2013

**Time:** 10.30 am

**Venue:** Rooms 0.18/0.24, Compass House

**Present:** Frank Clark, Chair  
Theresa Allison  
Morag Brown  
Mike Cairns  
Denise Coia  
Garry Coutts  
Ian Doig  
Anne Haddow  
Douglas Hutchens  
Cecil Meiklejohn  
David Wiseman  
Sally Witcher

**In Attendance:** Annette Bruton, Chief Executive  
Karen Anderson, Director of Strategic Development  
Gordon Weir, Director of Corporate Services  
Pamela Hill, Secretary  
Anne Forsyth, Executive Assistant (Minute)

**Apologies:** Denise Coia, Board Member  
Garry Coutts, Board Member

### Item

### Action

The Chair welcomed everyone to the event.

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### 1.0 APOLOGIES FOR ABSENCE

Apologies for absence, as listed above, were noted.

### 2.0 DECLARATION OF INTEREST

There was no declaration of interest.

### 3.0 HOW GOOD IS OUR GOVERNANCE

The Chair invited the Conveners of the Resources and Complaints Sub Committees, who led the discussions at the Board Development Event: How Good is Your Governance, held on 31 August 2012, to summarise the output and identified actions under the headings of:

- The Organisation's Purpose, Values, Corporate Goals and Outcomes for Services Users
- Functioning Effectively as a Board
- Effective Performance and 'Real' Accountability
- Developing the Capability and Capacity of the Board and Individual Board Members

The following general points were highlighted:

- That there was an expectation that there would be continuous improvement of all actions.
- That the outcomes for service users and how this would be measured needed to be an action.
- The interconnectivity between the Committee was good and wherever risk was identified was highlighted at the Audit Committee.
- That a programme for 2013/14 sessions for members needed to be put in place to ensure time was taken where there was any risk to the organisation, including any identified by members.
- That further work was needed in relation to impact and outcomes in respect of decision making.
- That providing an annual review to evidence impact and outcomes was tied into the Corporate Plan and how each Committee conducted its business.
- That a paper describing the process of intelligence in relation to performance management and the quality indicators would be helpful.
- That members needed to have access to general advice from Scottish Government to ensure appropriate skills mix across the Board.

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- That members should share their skills and expertise with other members and executive staff to help create a fuller understanding of each other's potential contribution.

The Board:

- Took assurance that its governance standards were satisfactory and compared positively with other public sector organisations, especially in light of both the external and internal auditors' reports, however there was always scope for improvement.

#### **4.0 MONITORING BOARD AND COMMITTEE EFFECTIVENESS**

The Chair invited the Conveners of each of the Committees to highlight points discussed at each of the effectiveness reviews.

##### **4.1 Strategy and Performance Committee – 23 October 2012**

The following points were highlighted:

- That the terms of reference and scheme of delegation should be reviewed.
- That the Committee should have an annual business cycle, but recognised the number of ad hoc business.
- That the briefings and parliamentary correspondence in particular provided by Communications had been extremely valuable.
- That in terms of business tracking, members were encouraged by the move to using a management information system which would assist the Committee.
- That the Committee was able to consider issues in appropriate detail which assisted the Board to reach informed decisions, however it was identified that media training for members would be useful.
- That as the Board was the outward face of the Care Inspectorate, a core script would be vital in going forward and members noted that horizon scanning was for all to participate.
- That members further develop their ambassadorial role, internally and externally.

##### **4.2 Resources Committee – 23 October 2012B**

The following points were highlighted:

- That the terms of reference was clear and that officers and members were clear of the Board's expectations.

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- That the agenda was broken down into sections and was mindful of adding to agendas which assisted in directing full discussion.
- That the work, reports, presentations and briefing were clear, of good quality and were consistent.
- That there was good audit trail functions to give assurance to the Board.
- That the Executive Team had noted that the Committee was challenging and diligent, and therefore effective. That an 'open day' for the Board would be useful in terms of new staff and specifically budgeting matters.

#### **4.3 Audit Committee – 11 December 2012**

The following points were highlighted:

- That as the Care Inspectorate moved to its new structure, the Board would need to reflect on what it expected of its Committees.
- That there was good use of the internal audit plan.
- That consideration needed to be given to the expectation of tracking and reporting risk and members noted that the Risk Register was due to be reviewed on 19 March 2013. It was further noted that although the Committee acted as a means to deal with risk, this was all members', executive and non-executive responsibility.
- That the Committee needed to consider more strategic audits to keep ahead of the changing agenda.

#### **4.4 Complaints Sub Committee – 11 December 2013**

The following points were highlighted:

- That a mechanism had been put in place for the Chief Executive's Office to be more involved with the Committee.
- That a discussion paper should be drawn up to include issues of remit, membership and attendance.
- That the Convener and the appropriate Director linked together in relation to ownership of the Committee.
- That greater clarity was needed of the relationships between all Committees.
- That a tracking note would be useful to make members aware of what action had been taken to issues raised at meetings.
- That the SPSO would give a presentation to the Board at its meeting on 27 June 2013.
- That it had been of benefit to include 'lessons learned' on each agenda.

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- That the increased use of digital recording would decrease unreadable documentation.
- That the idea of field-testing the Committee and complaints procedure with difficult to reach people with the Involving People Group (PIG) would be beneficial.

#### **4.5 Board Effectiveness**

The Chair led the Board in full discussion and reflection of its effectiveness, focussing particularly on strategic position and leadership. The following points in particular were noted:

- That the process for the Inspection Plan 2013/14 was a good example of strategic leadership, which ensured that the direction was set clearly for the year.
- That in the case of ministerial expectations/priorities the Board had the ability to be involved and influence developments.
- That in terms of communication, members were confident that the Board was positioned effectively by way of leadership and that the core script was progressing appropriately.
- That by working through involvement groups, Involving People Group and service users and carers that demonstration of securing outcomes was evident.
- That when working with partners, members were optimistic with all involved that it was clear how much was relied on the commitment of others.
- That there was risk in relation to how the Care Inspectorate interfaced with providers however there was good understanding of roles.
- That the Board, in relation to the intelligence and risk agenda, was assured that clarity and direction was clearer and there had been progress and lessons learned from the internal audit.
- That with regard to involved people, members felt confident that good value was being achieved. Members were waiting to hear from the Involving People Group whether or not they wished Board involvement at their meetings.
- That the Involving People Group was a dynamic group with around 60 of a membership and that how the Care Inspectorate involved people in strategic inspections from different stakeholder groups, was letting providers see that this way forward was of benefit.

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- That the performance management system had picked up on the outcome/quantitative dimension, but that the balance in terms of qualitative information was progressing. However there was risk in supporting the KPIs and the development of the QIs.
- That information the Care Inspectorate provided by way of overviews and its engagement with other UK regulators demonstrated the impact the Care Inspectorate had made. However, this had to be carried out in partnership with stakeholders.

Members:

- Agreed that for all Committees and the Board that all key areas were effective, however there was continuing development and work to take place, which was what was expected of a organisation with robust and healthy governance.

**5.0 AOCB**

There was no other competent business.

Signed:

Douglas Hutchens  
Deputy Chair