



**Minutes of Meeting of the Board of Directors  
Held at 09:30am on Wednesday 23<sup>rd</sup> May 2018  
SLC Boardroom, 100 Bothwell Street, Glasgow**

**2.1**

<b>Present:</b>	Chris Brodie	Chair	CB
	Antonia Cox	Non-Executive Director	AC
	Mary Curnock Cook	Non-Executive Director	MCC
	Natalie Elphicke	Non-Executive Director	NE
	David Gravells	Non-Executive Director	DG
	Andrew Wathey	Non-Executive Director	AW
	Peter Lauener	Chief Executive Officer	PL
	David Wallace	Deputy Chief Executive Officer	DW
	Mike Blackburn	Chief Financial Officer	MB
	Gary Womersley	Company Secretary	GW
<b>In Attendance:</b>	Sinead O’Sullivan	DfE	SO
	Paula Crofts	DfE	PC
	Gareth Allen	Scottish Government	GA
	Chris Williams	Welsh Government	CW
	Chris Jones	Welsh Government (by phone)	CJ
	Jonny O’Callaghan	NI Dept for Economy	JO
	Bernice McNaught	Executive Director, Repayments & Counter-Fraud	BM
	Derek Ross	Executive Director of Operations	DR
	Peter Robinson	Corporate Planning & Performance Manager (part)	PR
	Patricia Lombardi	Board Secretary (Secretariat)	
<b>Apologies:</b>	Simon Devonshire	Non-Executive Director	SD

**1. Chairman's Opening Remarks and Directors' Matters**

CB welcomed everyone to the meeting.

There were no declarations of interest.

Apologies were received from Simon Devonshire.

## COMMERCIAL SENSITIVE - LEGALLY PRIVILEGED AND CONFIDENTIAL

### 2. Minutes of Previous Meeting and Matters Arising

#### 2.1 Minutes of the meeting held on 25<sup>th</sup> April 2018

The minutes of the SLC Board meeting held on 25<sup>th</sup> April 2018 were approved as a true and accurate record.

#### 2.2 Matters arising from previous minutes

GW advised that six items were recommended for closure. Of the remaining twelve items, he noted that discussions were underway with regard to upcoming Board vacancies (MB314); and that non-Executive Director feedback on Board processes and logistics (MB329) would tie into the Board effectiveness review to be reported to Board in July.

### 3. Board Directors' Reports / Priority Business / Company Performance

#### 3.1 CEO Report

PL presented the CEO Report and highlighted the following key matters:

##### 3.1.1 Format and content of CEO Report

PL explained that the content of his report had been streamlined, since the planned series of deep dives would be a more helpful way for the Board to get to grips with the different aspects of the business; however, if colleagues still wished to see the fuller information they were welcome to do so.

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PL encouraged colleagues to ask if they wished to see a particular focus on any areas of the business.

##### 3.1.2 UKGI

CB commented that the UKGI work and SLC's own work would see some positives emerge from the events of last year and allow the organisation to move forward with vigour. PC added that terms of reference had been drawn up for phase two of the UKGI work, to be undertaken by DfE (with UKGI on hand to provide advice where necessary). \*

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##### 3.1.3 \*

##### 3.1.4 GDS Engagement

DW explained that clarification was needed on the scope and reach of GDS service standards operation to establish a clear model of engagement with SLC, resetting the agenda and creating a more joined-up approach. Discussions were planned with GDS, DW and GDS engagement Head of Service.

Board noted the CEO Report.

### **3.2 CFO Report**

MB explained that there was no regular Finance report this month but the two months to 31 May would be reported on at the next meeting. He confirmed that period three accounting and field audit work was complete and would be presented to the Audit & Risk Committee today. The 18/19 APRA was part of the budget exercise and provided an opportunity to clarify arrangements on letters of delegation.

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#### Performance Dashboard

MB explained that this was a sustainable, flexible, developing document made up of three key areas: (1) KPIs – in the five objectives of SLC; (2) setting the context; and (3) progress against existing APRA performance targets.

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Board noted the CFO Report.

### **3.3 Budget Planning for 2018-19**

MB explained that he was seeking Board’s support for the submission of the detailed budget to DfE and the DAs, to complete required discussions with the shareholders. The timetable was set to take the budget bid through to finalisation and production of the relevant delegation letters: substantive letter from Principal Accounting Officer to Accounting Office; and letter from Secretary of State to Chair, focusing on oversight and governance requirements.

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Board supported the Budget Planning paper; suggestions for change to be considered.

### **3.4 Pay Matters**

#### **3.4.1 \***

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**3.4.2** \*

Board noted the Pay Matters discussion.

**3.5 Risk Report**

GW presented the Risk Report and highlighted the key trends, \*

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Board noted the Risk Report.

**3.6 'You Said/ We Did'**

DW explained that the idea of the 'you said/we did' exercise was to highlight improvements to the SLC customer journey and experience; also taking account of 'you said / we are doing' and 'you said / we plan to do.' \*

Board agreed that this material would be helpful to a variety of areas – *the Stakeholder Forum, for example.* \*

Board noted the 'You Said/We Did' paper.

**3.7** \*

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### **3.8 Corporate Governance Framework**

Board discussed the current iterations of the Articles of Association and the Framework Document and agreed that the Articles of Association, of which this was a first review after some years, needed further work. It was proposed that GW should redraft, taking account of Board comments, and engage further with DfE. PC agreed that discussion was required around what colleagues would want to see in the updated Articles but in the meantime work should push ahead on the Framework Document.

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## **4. For Information**

### **4.4.1 SIRO Quarterly Report**

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### **4.4.2 EU GDPR Update**

Board noted an excellent piece of work on GDPR \*

Board commented that it would like to see ICT security as a funding priority.

### **4.4.3 \***

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Board noted the items for information.

## **5. AOB**

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Board noted matters discussed under AOB.

## **6. Date of Next Meeting**

The next meeting of the SLC Main Board will take place in Glasgow on Thursday 28<sup>th</sup> June at 10:15am.

**There being no other business, the Chairman thanked everyone for attending and the meeting closed at 1:00pm.**

## COMMERCIAL SENSITIVE - LEGALLY PRIVILEGED AND CONFIDENTIAL

**NB: Where asterisks appear within a numbered item, these sections have been excluded from the minutes before placing on the website as the subject under discussion falls within one or more of the exemptions contained in Part II of the Freedom of Information Act 2000 and can be reasonably withheld.**