



**Minutes of Meeting of the Board of Directors  
Held at 9:30am on Wednesday 31 October 2018  
SLC Boardroom, 100 Bothwell Street, Glasgow**

**2.1**

<b>Present:</b>	Chris Brodie	Chair	CB
	Paula Sussex	Chief Executive Officer	PS
	Antonia Cox	Non-Executive Director	AC
	David Gravells	Non-Executive Director	DG
	Mary Curnock Cook	Non-Executive Director	MCC
	Natalie Elphicke	Non-Executive Director <b>(by phone)</b>	NE
	Andrew Wathey	Non-Executive Director	AW
	Simon Devonshire	Non-Executive Director	SD
	David Wallace	Deputy Chief Executive Officer	DW
	Jacqui Smillie	Chief Financial Officer	JS
	Gary Womersley	Company Secretary	GW
<b>In Attendance:</b>	Sinead O’Sullivan	DfE	SO
	Gareth Allan	Scottish Government	GA
	Donald A’Bear	Welsh Government <b>(by phone)</b>	DAB
	Jonathan O’Callaghan	DfE <b>(by phone)</b>	JOC
	Bernice McNaught	Executive Director, Repayments & Counter-Fraud	BM
	Derek Ross	Executive Director of Operations	DR
	Adrian Tucker	Chief Information Officer	AT
	Fiona Smith	Head of Finance	FS
Louise Davidson	Board Secretary (Secretariat)	LD	
<b>Apologies:</b>	Chris Williams	Welsh Government	CW
	Chris Jones	Welsh Government	CJ

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

The Chair welcomed everyone to the meeting.

Welcome to Simone Milani from DfE. \*

DAB will be in attendance at the meeting by phone in the capacity of Deputy for CW and CJ from the Welsh Government who have sent their apologies.

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

**2.1 Minutes of the meeting held on 26 September 2018**

## COMMERCIAL SENSITIVE - LEGALLY PRIVILEGED AND CONFIDENTIAL

The minutes of the SLC Board meeting held on 26 September 2018 were approved as a true and accurate record.

### 2.2 Matters arising from previous minutes

GW reported that the following matters arising be recommended for closure:-

- MB350 be recommended for closure. The Chair of the stakeholder forum, Professor Geoff Layer, has been contacted and will be in attendance at the January Main Board.
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- MB260 – it was suggested that the January Main Board be held in Europa. Recommended for Closure.
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### 3. Board Directors' Reports / Priority Business / Company Performance

#### 3.1 CEO Report

PS thanked MCC for her comments in relation to the CEO Report papers and noted that, going forward, she welcomes comments from all Board members. PS advised of a slight change to format in the presentation of the CEO Report to the Board. PS will talk to papers and will invite the ELT to discuss their specific areas.

PS presented the CEO report and highlighted the following key matters:-

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#### 4.5 Corporate Performance Dashboard – JS

All in agreement that the Dashboard is a good piece of work and more use has to be made of going forward. \*

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The Chair suggested the Board contact JS offline with any concerns or queries in relation to the Dashboard.

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#### 4.12 House of Commons Education Select Committee - The Chair/PS

The Chair noted that the key themes at the Select Committee were duty to recover public funds and discussion surrounding social media.

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The Chair congratulated PS for her handling of the Select Committee after 6 weeks in post.

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**6.1 Operations Update– DR**

DR noted that headline targets are all green.\*

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**10.11 Managing People Update- BM**

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The Engagement Pulse Survey is currently open and we will know next week what the overall score will be. This will be a good indication to review if Lean and Role of Manager are benefiting the scoring.

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Board noted the CEO Report.

**3.2 DfE Tailored Review**

SM presented the DfE Tailored Review to the Board; noting that this replaces the previous Triennial and Quinquennial Reviews stipulated by the Cabinet Office.

The review covers governance, efficiency and effectiveness and is supported by a steering group and external challenge panel to ensure thinking is fit for purpose. SM will provide further information to the Board on an ongoing basis.

The Chair assured SM she has his full support with the Tailored Review.

Board noted the DfE Tailored Review.

**3.3 CFO Report**

JS welcomed and introduced FS, Head of Finance, to the Board.

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FS advised that a Data Quality Review would be the starting point to ensure data for financial year, achievability and deliverability is robust.

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## COMMERCIAL SENSITIVE - LEGALLY PRIVILEGED AND CONFIDENTIAL

JS advised that as a result of the Data Quality Review we will create an action plan. \*

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As Accounting Officer, PS expressed her commitment to keeping the Board and SOS up to speed with any future progress and solutions.

The Chair asked to ensure that DA colleagues are moving with us on this journey.

**Action:** - SD requested a Waterfall Graph be put in place prior to the November Board meeting to show progress - JS

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The Chair noted the benefit of having a new CEO and CFO to review from a fresh perspective.

The Board noted the CFO Report.

### 3.4 Committee Updates

AW and AC provided updates to the Board from the September ARC and RPODC meetings.

**ARC Update-** AW (AW deputised for NE as a result of NE dialling into October meeting by phone)

AW provided an update to the Board as per draft September ARC minutes.

There was a full committee agenda and a number of new attendees to the committee. These included Douglas Griffin, the new independent member of the ARC who is a former private sector accountant and has significant experience in public sector ARC matters within the NHS. Douglas is based in Glasgow. The board will be aware of the importance of having an appropriately qualified independent member with an accountancy background, given the overall composition of the board.

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The Board noted the ARC Committee update.

**RPODC-** AC (AC deputised for DG as Chair at the September RPODC meeting)

AC provided an update to the Board as per draft September RPODC minutes.

The following items were approved:-

- Confirmed CEO objectives (draft) – approved
- PS contract – approved
- Peter Lauener objectives –approved

## COMMERCIAL SENSITIVE - LEGALLY PRIVILEGED AND CONFIDENTIAL

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The following items were noted:-

- ELT Pay Review
- Case for Low Paid Staff – to be brought back as standing item (quarterly)
- HR Risk register with pay and reward being prominent - to be brought back as standing item (quarterly)

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DG extended his thanks to AC for acting as Deputy at the September RPODC meeting.

The Board noted the RPODC Committee Update.

### 3.5 Framework Document – formal sign off

GW updated the Board with regard to DfE obtaining Ministerial sign-off of the Framework Document for SLC.

SOS advised that she will revert back to DfE in relation to changes to be applied within the Framework Document. She will also ensure the correct version is in operation.

The Chair advised that he will seek authority from DfE to sign the draft of the Framework Document, subject to any changes applied in the interim and also DA ministerial approval.

DG noted the importance of ensuring we comply with obligations in a timely manner on an ongoing basis.

**Action:** - DG advised that the RPODC Committee will review the wording and format of the Framework Document at the November meeting.

The Board noted the Framework Document.

### 3.6 Board Effectiveness Review – Update

PS presented the Board Effectiveness update and noted that this discussion is based around the paper Peter Lauener drafted prior to his departure. The purpose is to propose a new format of Board meetings conducted throughout any year by SLC and to recognise the time demands on the Board. PS advised that at this stage these are proposals for discussion.

DW noted that he appreciates it is difficult to achieve absolute consensus throughout the Board to ensure all agreeable.

A conversation ensued and notes were collated based on discussions across the Board.

**Action:** - The Chair requested a draft to be in place prior to the next Board based on the conversations held at the October Board and conversations that take place with relevant Committee Chairs and then brought back to the November Board meeting.

Board noted the Board Effectiveness Review update.

### **3.7 GDPR Update**

DW presented the GDPR Update to the Board, noting that GW is SIRO and Data Protection Officer for SLC.

The purpose of this Report is to provide an update to the Board on the risks and thematic issues noted as a result of the GDPR Programme Phase 1, the objectives of Phase 2 and highlight the activity to date. \*

DW advised that the Board and the ARC Committee will receive regular updates in regard to GDPR and that this will also be picked up in the Risk Register.

The Chair noted that Information Commissioner, Elizabeth Denham, recognises the importance of SLC complying with GDPR in a proportionate way and that he is satisfied DW and GW are on track with this.

AW noted the importance of an integrated, unified report being drafted.

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To summarise, PS noted that reporting will continue to progress in relation to GDPR which will in turn, enable us to build a bigger picture.

**Action:** - The Board requested a benchmark exercise be conducted to check how SLC stands with GDPR against other organisations, in context with ICO - GW

PS noted that she has a meeting organised with Elizabeth Denham to ensure we are all aware of the main concerns the ICO have.

GW noted that a Cyber Security Deep Dive to the Board is scheduled for the 2019 Board itinerary.

The Board noted the GDPR update.

### **3.8 Corporate Risk Report – including Brexit Update**

GW presented the Corporate Risk report to the Board and noted that a mind map has also been included which captures the potential impacts of Brexit on the organisation.

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The Board noted the Corporate Risk Report.

### **3.9 SIRO Report**

GW provided an update on the SIRO Report to the Board, noting the importance of capturing progress in relation to data protection.

## COMMERCIAL SENSITIVE - LEGALLY PRIVILEGED AND CONFIDENTIAL

A conversation ensued amongst the Board in relation to the report.

The Chair and PS agreed to meet in the near future with a view to a plan being put in place for the way forward.

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The Board noted the SIRO Report.

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### 5. AOB

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PS noted she is currently in talks with OFS in relation to information, advice and guidance sharing.

SD made reference to a recent session on Repayments he attended with BM and her Team. He asked the Board to consider this being shared at a future meeting. \*

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The Chair noted that Paul Crofts (DfE) replacement, Ben Connah, will take up appointment on 26 November.

The Chair praised the great work that Madeleine Firth, Business Manager to the CEO, provided to himself and PS in preparation of the Select Committee.

The Chair noted that Recruitment for the Board commences in November, focusing on three specific areas; IT Transformation, Industry and Chartered Accountancy. This is a Ministerial Appointment and interviews will be chaired by The Chair, SOS and an independent person.

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### 6. Date of Next Meeting

The next meeting of the SLC Main Board will take place on Tuesday 27 November at 9:30am, at 2<sup>nd</sup> Floor, Finlaison House, 15-17 Furnival Street, London, EC4A 1AB.

There being no other business, the Chairman thanked everyone for attending and the meeting closed slightly early at 12.45 p.m.

**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.**