

Consumer Scotland Board Meeting
19 April 2022
Minute of Meeting

Attendees: David Wilson (Chair)
Angela Morgan (Board Member)
Nick Martin (Board Member)
James Walker (Board Member)
Sam Ghibaldan (Programme Director)
Neil Ritchie (Scottish Government)
Sue Bomphray (Scottish Government Implementation Team)
Wendy McCutcheon (Scottish Government Implementation Team)
Ifthakhar Eresh (Consumer Scotland)

Apologies: Jill Rosie (Scottish Government Implementation Team)

Agenda Item 1 – Welcome

1. The Chair welcomed everyone to the first post-vesting Board meeting, and the first since the Board took on its formal powers.
2. The Chair noted that, immediately prior to this meeting, the first Audit and Risk Committee meeting had been held and thanks were extended to Nick for chairing this committee. The Terms of Reference had been approved during the committee meeting and were now brought to the Board for formal approval. This approval was given.
3. Apologies were received from Jill.

Agenda Item 2 – Minutes and Actions from Previous Meetings

4. The minutes of the meetings of 15 and 29 March were agreed.
5. The actions in the tracker were then discussed:
 - The action around *Taxable benefits* was being re-checked. An update will be provided to the Board, and the expenses section of the Standing Orders would be amended to reflect the outcome. .
 - The database of key stakeholders will be circulated to all members for information with Sam stating that this is very much a work in progress and future thought would need to be given as to how best to capture all the necessary information – such as using bespoke software.
 - It was also requested that action points be numbered.

Action – Implementation team - Action tracker to be updated to reflect that the taxable benefits action point is still being worked on.

Action – Implementation team - Expenses section of Standing Orders to be updated to reflect discussion around taxable benefits.

Action – Implementation team - Stakeholder list to be circulated around Board members.

Action – Implementation team - Action points to be numbered.

Agenda Item 3 – Programme Director Update

6. Sam provided an update on operational progress advising the Board that everything is on track to meet target dates, including the CAS TUPE staff starting on 3 May in Meadowbank House and the launch of the Interim Strategic Plan in early June.
7. The main discussion points are as follows:
 - a. The organogram had been updated to reflect the staffing changes. The Head of Communications' role has been recruited on a permanent basis and the successful applicant will take up post in May.
 - b. Angela provided an update on the short term working group on consumers in vulnerable circumstances. The first meeting will be held on 23 May and this group will prepare the work for the formal sub-committee to take forward when it is established by April next year.
 - c. The Chair and Sam called into the Consumer Protection Partnership¹ (CPP) Strategy meeting where there was a lot of interest in Consumer Scotland. The Consumer Council Northern Ireland (CCNI) is especially interested in the work of Consumer Scotland as both nations have similar issues. Key points / questions from that call were:
 - i. How will Consumer Scotland define consumers?
 - ii. How does Consumer Scotland intend to define its terminology?
 - iii. The benefit of looking at, and comparing, different UK legislation.
 - d. The forthcoming strategic meeting with CAS will discuss the updated draft Memorandum of Understanding (MoU). This will also be circulated to Board members to allow them to have the most up-to-date version.
 - e. The website is being developed with James leading for the Board. It is anticipated that this will be ready for the beginning of June.
8. Sue then took the Board through the governance update which had been requested for this meeting. All policies in this update are very much in draft format however Sue highlighted the following points:
 - a. Consumer Scotland is likely to be too small to be part of the Cabinet Office/Scottish Government Staff Survey. It was proposed that Pulse Surveys, and staff dialogue every other month would be a suitable alternative. James Richardson from FD People is exploring options and an update will be provided to the Board in due course.
 - b. It was agreed that it would be helpful if short biographies of the Board members could be included within the induction pack.
 - c. The governance planner should be updated to include information around the Audit and Risk Committee.
 - d. There was a discussion around what would be on the external web pages and what would be on the internal intranet. The implementation team would

¹ The CPP is a UK-Government led [partnership](#) working together to identify, prioritise and co-ordinate joint action to deal with the issues causing greatest harm to consumers.

look into this and pull together a register of documents detailing who needs access and the best storage medium for each document

9. Sam then advised the Board that the CMA had offered to share insights to Consumer Scotland on their Investigations processes, with both organisations keen to ensure there is no duplication of work. This support could include a member of Consumer Scotland staff shadowing a CMA member of staff. It has been agreed that there will be a MoU with the CMA.

Action – Implementation team – Circulate around Board members the CAS/Consumer Scotland MoU.

Action – Board members – Short biographies to be sent to the generic Consumer Scotland mailbox for inclusion in the induction pack.

Action – Implementation team – Governance planner to be updated to ensure that information on the Audit and Risk Committee is included.

Action – Implementation team – Register of documents to be prepared.

Agenda Item 4 – Framework Agreement

10. Sam provided the Board members with an update on the Framework Agreement with the quorum now added in as had been requested at March's Board meeting. The next stage was to obtain Board approval then the Agreement would be sent to the Scottish Government for agreement.

11. The main discussion points are as follows:

- a. One Board member thought that there was a lack of reference throughout the Agreement to the Scottish Government. However this is covered by referring throughout the Agreement to Scottish Ministers. Scottish Ministers are classed as the Scottish Government as per the Scotland Act 1998.
- b. Wording in section 4.7 to be changed to " consumers in vulnerable circumstances".
- c. In section 6.1 the budget level should be three and not four.
- d. The Third Party Grants section was discussed. Section 18 of the Consumer Scotland Act 2020 gives Consumer Scotland the power to make grants. However, the wording in this section could better reflect the Act.
- e. Consumer Scotland's relationship with the Accountable Officer – the Chair said that he would look at the wording of this in the Framework Agreement.

12. The Board was invited to approve the Framework Agreement, subject to the agreed changes being made. The Board approved the Agreement.

Action – Sam – To make agreed changes to the Framework Agreement.

Action – Implementation team – To seek formal agreement of the Framework Agreement from the Scottish Government.

Agenda Item 5 – Finance and Banking Systems

13. Sue had produced this Finance and Banking Systems paper following a request from March's Board meeting and took the Board through the main aspects of it.
14. The Board assessed this paper and agreed that Consumer Scotland's systems and procedures around finance and banking are fit for purpose.

Agenda Item 6 – Standing Orders

15. This paper had been brought to the Board for approval with Sam and Nick providing an overview.
16. The main change from previous iterations of the Standing Orders was in relation to committees and the need to ensure that there was differentiation between standing committees and those established for a particular interest. The Audit and Risk Committee is a standing committee whereas the Energy Consumers Committee (ECC) and the Consumers in Vulnerable Circumstances Committee are noted as advisory committees. The advisory committees do not have responsibility for governance unlike the Audit and Risk Committee.
17. It was suggested that a Board member should be nominated to chair any future meetings, if the Chair is not available to attend. This was agreed.
18. It was noted that the Standing Orders can be changed with the Chair suggesting that these should be revisited in a year's time – which is already noted in the document.
19. The Terms of Reference were discussed regarding the ECC and the need to send letters to ECC members inviting them to be part of this committee which is now part of Consumer Scotland.
20. The Board discussed the format of Board meetings once the transitional period has passed. It was agreed that at the June Board meeting this would be discussed and would include cycle of meetings, structure, and content of Board meetings.
21. Sue advised that Eresh was developing the governance tracker which had been included in the information papers; this would be shared again at future Board meetings as it develops.
22. Sue also advised that the Code of Conduct included in the Standing Orders had been updated to reflect the latest version issued by the Public Bodies Unit. Sue will circulate the Register of Members' Interests for completion by Board members.
23. The Standing Orders were approved subject to the small changes being made.

Action – Neil - To prepare a draft letter inviting ECC members to be part of this Consumer Scotland committee.

Action – Implementation team – to issue Register of Members’ Interests for completion by Board members.

Agenda Item 7 – Scottish Government Support

24. The Chair provided the update on this agenda item. He stated that he had written to the Scottish Government requesting support from the implementation team through this transitional period and was awaiting on a response – though from informal discussions he has been having with Neil Ritchie and Jill ongoing implementation team support will be provided.
25. Following on from full transition, the Board will need to discuss and agree the status of future Board meetings and how to engage with the Scottish Government at these meetings. *(post meeting note response now received)*

Agenda Item 8 – Interim Strategic Plan

26. Sam and James had circulated slides which gave an overview of how the completed interim strategic plan would be laid out. This mirrors the discussion at the strategy afternoon in March. Key people have been identified to work on each section. The plan will be developed and brought to the May Board meeting for an in-depth discussion.
27. The Board discussed the plan stating that although this document was for stakeholders it needs to be accessible for all; as will all documents produced by Consumer Scotland. Signposting was also deemed important and the need to produce documents that are as pro-active as possible to allow consumers to find the information they require.

Agenda Item 9 – Partnerships

28. The Chair provided an update on meetings with CAS noting that there was a meeting on Thursday 21 April which would focus on the draft MoU and then on Monday 25 April the regular Transition Governance Group meeting was being held.

Agenda Item 10 – AOB

29. It was suggested that for future meetings the room layout should accommodate hybrid participation and the ability for presentations to be made. This will be looked into further once Consumer Scotland is established in Meadowbank House.
30. The main agenda item for May’s Board meeting would be the interim strategic plan.
31. The date of the next scheduled Board meeting is 17 May. However, the Chair requested that this be moved to later in the week which was agreed. The implementation team will arrange the date, time and venue for the May meeting. *Note that subsequent to this meeting it has been agreed that the next Board meeting will be held on Thursday 19 May in Meadowbank House. The Board will meet from 10 am until 12.15 pm; then from 12.30 onwards there will be an informal meeting with Board members and staff of Consumer Scotland.*

32. There being no other business the Chair thanked everyone for their participation and expressed his thanks for all the progress that has been made.

Action – Implementation team - Venue and date of May's Board Meeting to be confirmed

Consumer Scotland Implementation Team, May 2022