



**Minutes of ZERO WASTE SCOTLAND Board Meeting on Thursday 21  
November 2019 at 9:45am in Moray House, Stirling, FK8 1QZ**

**For publication**

**Present:** Vic Emery (VE), Director, Member and Chair  
Iain Gulland (IG), Director and Chief Executive (CEO)  
Morag MacDonald (MM), Director and Member  
Gerard O Sullivan (GO), Director and Member  
Janet Swadling (JS), Director and Member  
Helen Wollaston (HW), Director and Member

**In attendance:** Jill Farrell (JF), Chief Operating Officer (COO)  
Lynn Murray (LM), Company Secretary and Chief Finance Officer (CFO)  
Louise Smith (LS), Director of Transformation (TD)  
Andrew Dick (AD), Head of Transition (HT)  
Stephanie Seath (SS), Executive Assistant (Minutes)

**Apologies:** John Watt (JW), Director and Member

Item	
<b>1.</b>	<b>Apologies</b>
21.11.1.1	John Watt submitted his apologies as he was on annual leave.
<b>2.</b>	<b>Minutes of the previous meeting</b>
21.11.2.1	The minutes of the meeting held on 29 August 2019 were approved as an accurate record of the meeting.
<b>3.</b>	<b>Matters Arising</b>
21.11.3.1	<b><i>Outstanding actions from the minutes of 29 August:</i></b>  Para 19.08.8.3 - Board Directors to recommend companies for providing an independent staff survey - recommendations were provided at the meeting.
<b>4.</b>	<b>Declaration of Interests</b>
21.11.4.1	There were no declarations of interest noted.
<b>5.</b>	<b>1:2:1 Business Support</b>
21.11.5.1	The CEO spoke to the paper outlining future delivery options for Zero Waste Scotland Business Support Services, seeking input from the Board Directors.
21.11.5.2	The Board discussed the paper and requested a single option be presented providing an overview of the customer journey, risks, and timescales, highlighting the link with our corporate plan objectives and ambitions.

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<p><b>6.</b></p> <p>21.11.6.1</p>	<p><b>Legal Status of Zero Waste Scotland</b></p> <p>The CFO presented a slide on the suggested timeline for moving forward with the legal status of Zero Waste Scotland. The Board requested that a paper be prepared considering options on different types of legal status with pros and cons of each, giving examples of experiences from other organisations. A future Board meeting should be extended to allow full discussion.</p>
<p><b>7.</b></p> <p>21.11.7.1</p> <p>21.11.7.2</p> <p>21.11.7.3</p>	<p><b>Staff Survey Action Plan</b></p> <p>The CEO updated the Board on the draft action plan which seeks to build on strengths and opportunities. This has been shared with the staff forum and is yet to be formally agreed.</p> <p>The Board discussed the plan, with the TD highlighting a leadership development programme and identifying a set of core behaviours relating to our values as part of transforming the organisation, working closely with internal communications and HR. The Board discussed ways they could interact with the organisation including question and answer sessions and sending messages on key themes. They encouraged the executive team to incorporate innovative ideas.</p> <p>A pulse survey will be issued in April/May 2020, which will identify progress and key themes.</p>
<p><b>8.</b></p> <p>21.11.8.1</p> <p>21.11.8.2</p>	<p><b>Communications Strategy</b></p> <p>The Acting Head of Communications presented on the Communication Strategy following feedback from focus groups on our brands Zero Waste Scotland, Love Food Hate Waste and Recycle for Scotland.</p> <p>The Board considered the key options for the future and discussed next steps for creating the strategy document, including the timeline for the new website being launched.</p>
<p><b>9.</b></p> <p>21.11.9.1</p>	<p><b>Health and safety</b></p> <p>The CEO updated the Board confirming all staff have been asked to sign the Home Working Policy in light of increased out of office working arrangements due to agile working.</p>
<p><b>10.</b></p> <p>21.11.10.1</p> <p>21.11.10.2</p> <p>21.11.10.3</p>	<p><b>Chief Executive's Report</b></p> <p>The CEO spoke to his report and invited comments and discussion from the Board.</p> <p><b>Zero Direct Emissions</b> – Following a meeting with the Scottish Government, there is a request for organisations to confirm their plan for achieving zero direct emissions on their estates and operations by 16 December. The CEO led the discussion, highlighting also the request for us to support other public bodies and share good practice to achieve this target. The Board provided suggestions on supporting other organisations, requesting to be updated on the proposed plan once set out in detail.</p> <p><b>Board Succession</b> – The CEO updated the Board on the timeline for succession planning, confirming that the Chair and two directors are due to retire by rotation in 2020.</p>

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21.11.10.4	<b>Scrutiny of Public Bodies</b> – The CEO highlighted to the Board a report from the Public Audit and Post-legislative Scrutiny Committee in Parliament, which identifies key audit themes from public bodies. The CEO summarised the key points, which were discussed at an Executive Leadership Team meeting, and areas for development to strengthen our performance have been identified and are being addressed as part of Outcome 4 in our Corporate Plan.
21.11.10.5	<b>COP 26</b> – The CEO identified areas of potential involvement in the COP26 event in Glasgow in November 2020. The Board discussed the opportunities and highlighted the need to consider how these can align with our Corporate Plan messages.
21.11.10.6	<b>Delivery Plan Preparations for 2020-21</b> – The review process for 2020-21 has begun and the CEO updated the Board on progress to date. The Board were asked to consider how they can input to the Operating Plan for next year and a conference call at the end of January was agreed.
21.11.10.7	Reserved
21.11.10.8	The Audit and Risk Committee were asked to review the process for highlighting anything with a reputational risk to the Board.
<b>11.</b>	<b>Outcome 4 Progress</b>
21.11.11.1	The HT updated the Board on Outcome 4 milestones and progress to date confirming the objectives will be achieved before the end of the financial year.
<b>12.</b>	<b>Deposit Return Scheme</b>
21.11.12.1	The COO spoke to the report updating the Board on progress to date and focus on activity, timescales and next steps.
21.11.12.2	The Board discussed the Scheme Administrator formation and the timeframe for seconded staff returning to substantive posts.
<b>13.</b>	<b>Quarter 2 2019-20 Operational Report</b>
21.11.13.1	The HT updated the Board on the Quarter 2 Operational Report and asked the Board to note the successes to date. The dashboard will be amended further following feedback. An annual report will be produced in Q1 2020/21 that will summarise the progress made against the Year 1 Operating Plan and the Executive Business Plan.
21.11.13.2	The 2020/21 Operating Plan and review of the Executive Business Plan is underway. The Board requested an update on this before the next Board meeting.
<b>14.</b>	<b>Financial Report</b>
21.11.14.1	The CFO spoke to the report and the Board discussed the considerations highlighted. Further work is required to clarify figures before updating Scottish Government. An interim financial report is to be forwarded to the Board in January, highlighting high spend items in Quarter 4.
21.11.14.2	Reserved

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<p><b>15.</b></p> <p>21.11.15.1</p> <p>21.11.15.2</p> <p>21.11.15.3</p> <p>21.11.15.4</p>	<p><b>Audit &amp; Risk Committee report</b></p> <p>The CFO spoke to the report, highlighting the following areas.</p> <p><b>Scheme of delegation</b> - Following the last meeting, the revised scheme of delegation has been approved by the Audit and Risk Committee.</p> <p><b>Policies</b> – Following feedback from the Board of Directors, the CFO presented a slide on recommended policies for the Board to review. The Board recommended consolidating some of the policies and suggested that an information governance policy be developed.</p> <p><b>Risk Register</b> - The risk register has been updated to reflect the current status of risks.</p> <p><b>Approved:</b></p> <ul style="list-style-type: none"> <li>• <b><i>The corporate risk register was approved.</i></b></li> </ul>
<p><b>16.</b></p> <p>21.11.16.1</p> <p>21.11.16.2</p> <p>21.11.16.3</p> <p>21.11.16.4</p>	<p><b>European Regional Development Fund (ERDF) Programme Board report</b></p> <p>The CFO spoke to the report asking the Board to note the considerations.</p> <p>There were no changes requested to the status of the ERDF programme in the corporate risk register. Additional resources are required to ensure compliance with ERDF and the preferred candidate for ERDF Programme Manager will start in January.</p> <p>Reserved</p> <p>Scottish Government will launch a consultation on the UK Shared Prosperity Fund, which is intended to replace the European Structural Funds programme. Zero Waste Scotland will provide a response.</p>
<p><b>17.</b></p> <p>21.11.17.1</p> <p>21.11.17.2</p> <p>21.11.17.3</p>	<p><b>Any other business</b></p> <p><b>Risk appetite</b> – The Board discussed extending a meeting in 2020 for a facilitated session on risk appetite. Papers will be sent in advance of this.</p> <p><b>Future agenda items</b> – The Board requested future agenda items to be listed in advance of upcoming meetings on the agenda.</p> <p><b>Scottish Government attendance</b> – The Cabinet Secretary for Environment, Climate Change and Land Reform joined the Board meeting in 2018 and Board Directors asked if it would be possible for Ms Cunningham to attend in 2020. The CEO will speak with the Government and suggested Don McGillivray, Deputy Director, Environmental Quality and Circular Economy be asked to attend should the Cabinet Secretary not be available.</p>