

**Minutes of ZERO WASTE SCOTLAND Board Meeting on Thursday 29 August
2019 at 9:30am 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
John Watt (JW), 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)
Stephanie Seath (SS), Executive Assistant (Minutes)

Apologies: None

Item	
1.	Apologies
19.08.1.1	None.
2.	Minutes of the previous meeting
19.08.2.1	The minutes of the meeting held on 23 May 2019 were approved as an accurate record of the meeting.
3.	Matters Arising
19.08.3.1	<i>Outstanding actions from the minutes of 23 May:</i> Para 10.2 – Review car hire policy in relation to reducing carbon footprint. The CEO updated the Board that we are reviewing the policy with our contractor and will update the Board at the next meeting.
4.	Declaration of Interests
19.08.4.1	There were no additional declarations of interest noted.
5.	1:2:1 Business Support
19.08.5.1	The CEO spoke to the paper, requesting Board approval to re-tender the Resource Efficiency Advice and Support Service (RESA&SS) and Circular Economy Business Support Services (CEBBS) with a view to providing a revised approach to delivering 1:2:1 business support in the future.

Item	
	<p>The Board discussed the services and approved the continuation of both services with a request for a strategic discussion at the next Board meeting on the future of 1:2:1 business support service which will be developed further following the Finance Minister’s review of Business Support in 2020.</p> <p>Approved:</p> <ul style="list-style-type: none"> • <i>the Resource Efficiency Advice and Support Service re-tender;</i> • <i>the Circular Economy Business Support Service re-tender.</i>
<p>6.</p> <p>19.08.6.1</p> <p>19.08.6.2</p>	<p>Scheme of Delegation</p> <p>The CFO presented a series of slides on principles in relation to the scheme of delegation and financial regulations that the Audit & Risk Committee recommended should be considered by the Board. The Board discussed the slides in detail, approving subject to requested changes. The Board authorised the Audit & Risk Committee to finalise the scheme of delegation and financial regulations and table them for information at the next Board meeting.</p> <p>The Board requested a list of all Zero Waste Scotland policies, including the review schedule, for them to confirm which should be tabled for Board approval. A policy on fraud prevention is to be developed, including controls around payroll approval.</p> <p>Approved:</p> <ul style="list-style-type: none"> • <i>the scheme of delegation after requested changes;</i> • <i>the Audit & Risk Committee will finalise the scheme of delegation and financial regulations.</i>
<p>7.</p> <p>19.08.7.1</p> <p>19.08.7.2</p>	<p>Circular Economy Bill Update</p> <p>The CEO updated the Board on the Circular Economy (CE) Bill, highlighting there will be a more limited impact on our resources than first thought. Zero Waste Scotland will be involved in the consultation and once the Bill content is agreed in September, we will then be able to confirm if there will be any specific delays to our wider planned work.</p> <p>The Board welcomed the CE Bill and discussed how they would have liked it to be more ambitious. The Board requested communication to be provided on a response to the announcement of the Bill.</p>
<p>8.</p> <p>19.08.8.1</p> <p>19.08.8.2</p>	<p>Staff Survey</p> <p>The CEO updated the Board on the results of the recent staff survey. The report is being shared with the staff forum and an action plan will be drawn up before circulating to all staff. This will be tracked against Outcome 4 and shared with the Board at the next meeting.</p> <p>The Board noted there was a very high participation rate compared to other organisations and there was a request from the Board to identify if there were any themes amongst those who did not participate e.g. certain Departments. There was a request to feed back to teams the positivity around engagement and commitment.</p>

Item	
19.08.8.3	The Board discussed the importance of improved internal communications and a yearly staff survey was suggested. Board Directors will recommend companies that they have worked with successfully in the past to carry out an independent survey.
9.	Health and safety
19.08.9.1	The CEO informed the Board of the request to all staff to sign the Lone Working policy due to the recent adoption of a more agile working environment.
10.	Chief Executive's Report
19.08.10.1	The CEO spoke to his report and invited comments and discussion from the Board.
19.08.10.2	Environmental Management System (EMS) – The CEO asked the Board to approve the redrafting of the text around low carbon catering.
19.08.10.3	Corporate Plan – The CEO reported Scottish Government had fed back some final revisions required on the language in the Corporate Plan. These changes are to be highlighted and circulated to the Board.
19.08.10.4	EU Exit – The CEO confirmed that at this time we do not expect EU exit to have a significant impact on Zero Waste Scotland.
19.08.10.5	Scottish Resources Conference (SRC) – A full briefing will be provided to those attending the SRC. The CEO confirmed we will be carrying out a review of involvement in all events (including SRC) to ensure alignment with our Corporate Plan. An update will be provided at the next Board meeting. Approved: <ul style="list-style-type: none"> • <i>the re-drafting of the text around low carbon catering.</i>
11.	Corporate Plan Update
19.08.11.1	The Board were updated that over 90 people have confirmed they will attend the Corporate Plan launch on 12 September. A full briefing will be circulated to all Board Directors attending.
12.	Outcome 4 Progress
19.08.12.1	The Board discussed the progress on Outcome 4. There was a session for all staff launching the Executive Business Plan along with supporting documentation and opportunities to provide input and ask questions. The feedback so far has been very positive.
19.08.12.2	The Board recommended a comparison with other organisations on how we are progressing to ensure we are consistent in our communication across the organisation and on our timeframes.

Item	
<p>13.</p> <p>19.08.13.1</p> <p>19.08.13.2</p>	<p>Deposit Return Scheme</p> <p>The COO updated the Board that there has been a focus on engaging with the Implementation Advisory Group and supporting work groups to establish the Scheme Administrator along with supporting the writing of the legislation which will govern the Deposit Return Scheme. More information is on the website and the link is to be sent to the Board. Following discussion, the Board requested to review the job specification for the Scheme Administrator Chair to provide feedback.</p> <p>The Board discussed the success of the Deposit Return Scheme and suggested compiling lessons learned to be shared with all staff as an example of good practice in programme management and communications.</p>
<p>14.</p> <p>19.08.14.1</p> <p>19.08.14.2</p>	<p>Quarter 1 2019-29 Operational report</p> <p>The Board discussed the new dashboard and requested that the summary sheet is clear on the information it is providing. It was agreed that this is a good way forward for reporting.</p> <p>Reserved.</p>
<p>15.</p> <p>19.08.15.1</p> <p>19.08.15.2</p> <p>19.08.15.3</p> <p>19.08.15.4</p> <p>19.08.15.5</p>	<p>Financial Report</p> <p>Financial statements – year to 31 March 2019 – The Audit & Risk committee met RSM, the external auditors, to review the financial statements and report back to the Board. There was a clean, unqualified audit report and the Committee brought to the Board’s attention the going concern statement and clause 12 in the letter of representation regarding confidence of the Board in receiving an extension to the ERDF programme to 2023. RSM recommended that a scheme of delegation is implemented, and a fraud policy developed as soon as possible.</p> <p>Reserved.</p> <p>Succession Planning - Succession planning for Board directors was discussed and a review schedule was requested for the next Board meeting.</p> <p>Financial forecast for 2019-20 – A new approach to forecasting has been adopted that applies a RAG status to each project. After adjusting for risk, a position closer to break-even is anticipated. The Board commented they are pleased with the new approach.</p> <p>Risk Register – The Corporate Plan has been added as a risk, as agreed at the Board meeting on 23 May 2019 and there is a reduction in the risk for ERDF, as agreed by the ERDF Programme Board. The Board requested that Outcome 4 be added, and it was agreed the wording on Risk No. 1 would be changed to focus on the execution of the annual Delivery Plan to Government only.</p> <p>Approved:</p> <ul style="list-style-type: none"> • <i>the financial statements to 31 March 2019;</i> • <i>the CEO will sign the letter of representation on behalf of all Directors;</i> • <i>the risk register, subject to amendments above.</i>

Item	
<p>16.</p> <p>19.08.16.1</p>	<p>European Regional Development Fund (ERDF) Programme Board report</p> <p>The CFO updated the Board on the request to extend the current programme to June 2023. A report concluded that the extension would allow revised outputs and results and financial performance to be achieved, incorporating a provision for new opportunities.</p>
<p>17.</p> <p>19.08.17.1</p> <p>19.08.17.2</p>	<p>Any other business</p> <p>Board dates for 2020 - To be agreed with all Board members.</p> <p>Non-Departmental Public Body (NDPB) status – The Board agreed that NDPB status should be evaluated alongside other options for legal status. A paper should be prepared, and options discussed at a future Board meeting in the coming year.</p>