Meeting minutes

General meeting of Research Data Scotland
13 June 2022

# **Attendees**

## Present:

Paul Boyle Chair

Roger Halliday Director, Trustee

Scott Heald Director, Trustee

Giselle Cory Non-Executive Director (via MS Teams)

Shannon Vallor Non-Executive Director

Andrew Morris Non-Executive Director

Neil Rawlins Minute taker

## Apologies:

Mark Parsons Director, Trustee

Jill Pell Non-Executive Director

# Agenda

## 1. Introductions and welcomes

The Chair welcomed everybody to the first in person Board meeting of RDS. Those present gave a brief introduction to themselves.

## 2. Minutes of the previous meeting

The Minutes of the meeting held on 14 March 2022 and previously circulated were approved by the Board without further amendment

## 3. Matters arising - Board Terms of Reference update

An update was given on the Board Terms of Reference paper previously circulated which had been revised following comments made from the previous Board meeting of 14 March 2022. No further comments were received.

## 4. Papers and reports

### 4.1 RDS Strategy and Business Case update

An update was given on the Strategy and Business Case paper which had been revised following comments made at the previous Board meeting. It was noted that the Strategy and Business Case is iterative and should be bought back to the Board for review on an annual basis. Comments were sought from Board members.

* It was noted that within Principle 2 there is a risk of de-anonymisation and that the wording should be more precise and better worded, using ‘anonymised data’.
* It was noted that the phrase within Principle 7, ‘choose to be excluded’ may not be understood by the public and that Principle 7 would be easier to apply to some datasets and not others such as DWP data.
* A question was asked about the removal process and how it happens. It was explained that exclusion starts at source and before it is received by PHS, but the numbers involved are small.
* It was agreed that the Strategy and Business Case should be realigned with the current data strategy policy currently being developed.
* It was noted that inclusivity and access did not jump out from the paper and inclusion was only mentioned once. It was agreed to address these concerns and update the paper.
* It was noted the paper was a mix of strategy and general direction of travel, but should include finance and KPI information, an additional level of detail and an explanation as to how this was going to be achieved.
* It was noted that the document needed to explain why RDS is pursuing this endeavour and how it will position itself and that further development is required along with a concise executive summary.
* It was agreed that this should be a shorter, punchier document with less detail, particularly around work currently underway, but include detail on finance and KPIs.

### 4.2.1 Audit of accounts and 4.2.2 Trustees Report

The audited accounts and trustees report prepared by Wylie Bisset, the auditors for RDS, were presented by Wylie Bisset and the RDS Finance Manager. The auditors noted that this was a straightforward audit and there was nothing to bring to the attention of the Board, however, their audit opinion was unqualified. The audit covered the period from 1 January 2022 to 31 March 2022 and therefore there was little on the balance sheet, although next year will cover a full financial year. In addition, there will be a comparative balance sheet next year as RDS is currently a start-up organisation. Sample checks of payments had been made, for the current audit these were wages checks, however next year’s audit will be more detailed.

It was asked if Scottish Government (SG) were content to allow the underspend to be carried over and it was noted that the challenge may be that SG will discontinue the funding of £5 million per annum. It was agreed that there needed to be a proper discussion regarding the possibility of SG cutting future funding and that it was a risk to the organisation.

The Trustees Report included a Management Letter to improve governance and management, however, there were no recommendations for this year. Wylie Bisset were asked if they were comfortable with the current governance of RDS, and Wylie Bisset confirmed that they were. Wylie Bisset highlighted a couple of points.

* In section 5, the unadjusted error in the accounts is due to holiday accrual.
* The adjustment in section 6 is the result of the reduction in the overstated accrual.
* In section 8.1, governance issues, as RDS is a start-up organisation this may be more prevalent in future years.
* In section 9, the reference to Furlough in emerging issues is a standard clause.
* The Letter of Representation in the appendices is a standard confirmation all auditors look for.
* It was noted under the risks section there was nothing to bring to the Board’s attention.
* It was confirmed that this would be an annual report.

The Board confirmed they were content to sign off the audited accounts and trustees report. Once signed, Wylie Bisset will file with Companies House.

### 4.3 KPI paper update

An update was given on the revised KPI paper following comments made from the previous Board meeting of 14 March 2022.

* It was noted that the drop off rate for the number of enquiries into projects should improve as RDS undertakes further work this year.
* There are two kinds of research project, Covid and non-Covid, and there is the possibility of improving the time a project takes from initial enquiry to receiving all the data. Using the basis of Covid projects, it should be possible to speed things up.
* It was noted there had been several new enquiries, but this year the focus would be on making the system better, not advertising. The users experience will be ‘As Is’ as it is a new service. Once bedded in, the service will be more widely advertised.

Views on the paper were sought.

* It was noted that eDRIS was covered under KPI measure 3d but not the other KPIs in section 3. It was noted the data is supplied by eDRIS.
* It was asked that regarding the metric of growth target, how much of the timeframe could RDS bring down and that that Covid could skew figures.
* It was noted that the addition of target numbers would be useful and that hard numbers, not per centages would be preferable.
* Clarity is required for definitions – is the conversion rate for all enquiries and are they time bound.
* A sense check is required for the year on year reductions for approvals.
* Remove future KPIs as there is an implicit threat, the focus should be on what is now.
* It was noted that some ongoing projects are enhanced, so do not go through the approvals process again and that not all projects need to go through all the processes.
* It was noted that clarity on fewer KPIs may be useful and ongoing success will be impact - the leading KPI for RDS should be meeting the strategy.
* It was noted that fewer KPIs were needed as is currently a blend of processes and operations.
* It was asked if eDRIS were accountable to the RDS Board as RDS is funding eDRIS. It was confirmed that as eDRIS is part of PHS, eDRIS is accountable to the Board through the PHS appointee to the RDS Board.
* It was asked if the types of researchers need to be embedded within the KPIs and should RDS include KPIs for the private sector.
* It was asked if Covid be used as a base line or can RDS be more efficient, but it was confirmed that this would not be possible in the first couple of years.

### 4.4.1 Risk Register and 4.4.2 Risk Register Accompanying Notes

The current Risk Register (Red and Amber risks only) was previously shared and comments were invited from the Board.

* It was noted that Cyber Risk IT1 should have the residual risk remain at red and be reviewed.
* It was noted that the mitigations in Risk T8 needed improvement.
* It was noted that it would be useful for the Board to have changes to risks highlighted on the Risk Register from one meeting to the next.
* It was noted that there was a lot of green and yellow in the residual risk scoring which showed an ‘optimism bias’.
* The Chair noted that the Board should spend more time reviewing the Risk Register at the next Board meeting.

### 4.5.1 Legal – Board Sub-committee

There is a legal requirement for the RDS Board to have sub-committees to cover Renumeration and Nomination, Finance, Audit and Risk.

* It was agreed that a Renumeration and Nomination Committee be formed with an independent Chair. It was agreed that SH would be independent and SH agreed to chair the Renumeration and Nomination sub-committee.
* It was agreed that the Chair of the Finance, Audit, and Risk sub-committee must have experience of finance and chairing such committees. It was agreed that the person should not be an academic and come from outside RDS. The possibility of the person selected becoming a Director / Trustee was discussed, but no agreement made.
* It was agreed that an interim Chair of the Finance, Audit and Risk sub-committee could be appointed quickly from one of the partner organisations.
* It was asked if designated financial spending limits decisions had been agreed by the Board. The RDS Legal Manager had confirmed that a Scheme of Delegation with spending limits was being drafted and would be circulated.

### 4.5.2 Legal – Alterations to Articles of Association and Members Agreement, RDS approach to Intellectual Property Rights and FOISA

The Board agreed the change to be made to Clause 1 of the Articles of Association correcting an error and the change to the Members Agreement correcting the erroneous reference to Clause 8.2.

It was noted that there is nothing specific in the Articles of Association or Members Agreement regarding Intellectual Property (IP) rights, but should the development or assignment of IP rights arise, it would be dealt with via a contractual documentation.

It was noted that this issue was not envisaged to arise due to the nature of RDS, however, an IP policy document should be brought back to the Board at a future meeting.

The Board agreed the approach to FOISA as outlined in the paper presented by the RDS Legal Manager.

### 4.5.3 Board members classification

It was noted that increasing the number of Directors / Trustees to 10 would avoid the need to keep amending the Articles of Association and Members Agreement each time another Director / Trustee was appointed. It is not envisaged that there would be a need for more than 10 Director / Trustees, and that number would not be reached in the immediate future. It was asked which other organisations may wish to join RDS. Dundee University and the University of St Andrews were keen to participate, but not have a Board member. The University of Strathclyde were interested in being involved and have access. The Board confirmed they were content to amend amending the Articles of Association and Members Agreement to increase the number of Directors / Trustees to 10.

### 4.6.1 Public Engagement Strategy Paper and 4.6.2 Recommendations to Board on Public Engagement Strategy

The Chair noted there was much going on in the sphere RDS was operating in, and if RDS were the co-ordinating body, RDS could consolidate this work. It was noted that RDS could use the resources of others and connect with the UK wide network, for example HDR-UK. It was added that there is currently a public consultation in the Health and Care sector. RDS will commence a pilot public panel on public engagement this month. It was suggested that the public engagement approach deliberately target organisations who might ‘stir things up’ and attempt to get them onside with RDS messaging. It was noted that coherence should be the strategy and more of ‘what by when.’ The Board agreed to accept the recommendations outlined in the paper and that there should be a further report back to the Board on progress.

## 5. Service Design and Information Governance Transformation

A slide presentation on Service Design and Information Governance transformation were circulated previously and a discussion took place.

* Timelines for this work was asked for and, regarding Covid learning, how could this be cached and quick wins made. It was noted that with Covid learning, RDS is ‘pushing through’ and in respect of IG processes, some organisations remain immature because they are ‘scared’. RDS needs to get the tools out there to train others. It is suggested that PHS could help with this.
* It was suggested that a joint strategy across UK organisations is required as there are a limited number of IG professionals across the country. Co-operation is required otherwise by employing staff from similar organisations RDS will be ‘robbing Peter to pay Paul.’
* It was asked how would link to HMRC and DWP data work when RDS has no access. It was noted there is a pilot with ONS on business data to understand the process and it is due to test Scottish and UK data. ONS to speak at a future Board meeting.

## 6. AoB

RDS work on how to become an IRO already in progress.

Date of the next meeting: 13 September 2022

There being no further business, the chair declared the meeting closed.