

**Wednesday 22 March, Stirling Court Hotel, Alloa.**

**Public SPA Board Meeting**

**15. SPA Corporate Governance Framework (John Foley)**

15.1 The Chair advised that 2 aspects of the new SPA Governance Framework that was continuing to provoke interest was the holding of meetings within closed session and publishing papers on the day of the meeting. The Chair asked Members for their views on the possibility of reopening those items ahead of the proposed review in the summer.

15.2 IWhyte noted that he did have concerns on whether the SPA were meeting their obligations in terms of openness, however, advised that it may be worth an investigation that the SPA are doing everything that is required to show as much openness as possible.

15.3 NMarchant advised that the fact decision making had been moved to open board meetings was positive and enabled a transparent decision making process. NMarchant advised that in regards to committees it was about having an opportunity to ensure that there was informed thinking and making informed decisions with the input from stakeholders where appropriate. NMarchant advised that it did require further thinking.

15.4 DHume agreed and advised that containing openness and transparency would do a disservice to the issue. DHume advised that he would like to take the Governance Review and see what that means in terms of the whole approach to openness and transparency as it needed to be more about who turns up at a meeting, it was about how the organisation operate and handle data. DHume advised that he would prefer a statement, on behalf of the organisation, across the whole terrain of openness and transparency.

15.5 EWilkinson advised that she thought it would be worthwhile considering the inclusion of stakeholders within committee meetings for aspects of committee work to allow ideas to be discussed within a safe space.

15.6 GHouston noted that the SPA are more open than many organisations and advised that he believed it was too early to say that the approach should be changed. GHouston believed the course that the SPA had embarked on was the correct course and that a review should be taken in due course.

15.7 RMcGill agreed with the comments of GHouston and believed it was not at the time to change. RMcGill advised the need for a set of guidelines in committee to allow committee members to self-scrutinise whether discussions need to be held in closed session or not.

15.8 DPage advised that Police Scotland had committed to being open and transparent internally and advised that his approach with the unions was to be upfront and place as much information onto the Police Scotland website. DCCILivingstone advised that his observation was that Police Scotland found real

value through difficult issues to allow everyone to speak openly and challenge matters.

15.9 The Chair advised that when the original review was being carried out, benchmarking took place and it was identified that the SPA were cutting edge in terms of openness. The Chair advised that there was clear concerns and a willingness to consider this without compromising the issue of safe space. The Chair advised that he did not detect an appetite to change earlier than the proposed review, however, advised that following the last board meeting papers were circulated to stake holders before the meeting which seems to have worked well and advised that he would continue with that approach. The Chair asked DHume to reflect upon current governance arrangements and best practice, with a view to developing a Code of Governance setting out expectations and guidelines, and come back to the Board with recommendations.

**220317-SPABM-012: David Hume to reflect upon current governance arrangements and best practice, with a view to developing a Code of Governance setting out expectations and guidelines, and come back to the Board with recommendations.**

15.2 Members **NOTED** the SPA Corporate Governance Framework discussions.

Friday 24 February, Stirling Court Hotel, Alloa.

Public SPA Board Meeting

**13. SPA Review of Police Governance Implementation Progress Update (John Foley)**

13.1 JFoley provided a summary of the report and confirmed that the majority of actions would be discharged by 31 March 2017. Evidence will be gathered on the remaining ongoing actions and reported to the Board within the 6 months' review.

13.2 Members **NOTED** the SPA Review of Police Governance Implementation Progress Update report.

**Thursday 15 December 2016, Assembly Room, Tulliallan Castle, Alloa**

**Public SPA Board Meeting**

**10. SPA CORPORATE GOVERNANCE FRAMEWORK AND RELATED DOCUMENTATION**

10.1 The Chair reminded Board Members that the Corporate Governance Framework had been developed from the recommendations within the Review of Police Governance which he had conducted and then published earlier in the year. The Chair then invited JFoley to introduce his paper.

10.2 JFoley provided an overview of the paper and advised that he believed the new SPA Corporate Governance Framework would increase efficiency and effectiveness for both SPA and Police Scotland. It would also result in increased transparency and decision-making in public, and included a new Committee structure which improved the alignment between the Authority's governance responsibilities and Police Scotland's operational and corporate delivery. Members noted that that the Framework and related documentation discharged approximately one-third of the original recommendations made by the Chair within the Review of Police Governance.

10.3 The Chair emphasised that, with change of this scale, it would be important to keep the Corporate Governance Framework under continuous review at least annually, but there could be a requirement for an earlier review.

10.4 MAli welcomed the new Corporate Governance Framework and also welcomed the proposal for regular review. However, MAli said that she had ongoing concerns over the publication of papers on the day of Board meetings and the holding of Committee meetings in private. MAli acknowledged the improved transparency around decision-making at public session Board meetings.

10.5 MAli said that holding meetings in private could create a perception issue that decisions were being taken behind closed doors, or that the process of decision making was hidden, even although that was not the intention. MAli stated that she would be content to approve the new Corporate Governance Framework with the exception of paragraphs 25 and 34. MAli then asked for confirmation that the recommendations presented for approval complied with all the applicable guidance requirements for public bodies. JFoley advised that in his view the Corporate Governance Framework was fully compliant. JFoley informed Members that the SPA Board had held more meetings in public than most other public bodies and public Board meetings would increase further now that, unless exceptionally agreed, decision-making would only take place at public session Board meetings.

10.6 JFoley informed Members of other process and efficiency improvements related to the Scheme of Delegation and his own delegated authority, but noted that he would report any decisions with a significant financial value to the Board to ensure continued transparency. JFoley advised that in addition to publishing

public session Board meeting agenda one week in advance of meetings taking place, the public session Board meeting workplan for the year ahead would also be published.

10.7 The Chair recognised MALi's concerns and noted that she had been consistent in her views. Nevertheless, the report of the Review of Police Governance was published in March 2016 and accepted by the Cabinet Secretary for Justice. The concerns raised by MALi would, however, be monitored and if found to be valid, then changes could be considered within future reviews.

10.8 The Chair also informed the Board that a study had been carried out on all central government public bodies in Scotland and that the standard being applied by the SPA was higher than any other he had seen. The Chair did, however, note the concerns expressed about perception and emphasised that decisions should always be taken at Board level and that Committees were primarily working groups.

10.9 IWhyte referred to paragraph 4 "reflects the principles set out in the 'Combined Code – principles of good governance and code of best practice'; the Scottish Public Finance Manual (SPFM), and the recommendations of the Committee of Standards in Public Life.". Whilst IWhyte had noted the assurance given earlier by JFoley, he requested further assurance that the Framework met the requirements of those specific publications. JFoley said that in his opinion it did.

10.10 IWhyte then referred to the implementation date and commented that it would be helpful to confirm Committee membership as this was not clear within the Corporate Governance Framework how this was to be effected.

10.11 The Chair said that Board Members had been advised individually and agreed which Committee they would sit on. However, Committee membership could be confirmed at the meeting scheduled for 11 January 2017.

10.12 GGraham said that he understood the concerns raised around perception, but the C3GAG (referred to in the previous agenda item) had been very successful and it had been useful to have those discussions in private. GGraham proposed that there could be value in establishing a set of criteria to identify the advantages and disadvantages of that sort of approach which could be used as part of the review of the Governance Framework, perhaps in 6 months' time. DHume said that GGraham's comments were constructive and, like any other large organisation, Board Members may sometimes meet in private. The Board also had a level of self-policing to ensure that decisions are not taken in private. DHume said that he was happy to support approval of the framework with a review undertaken when appropriate.

10.13 NMarchant asked when communication of the Corporate Governance Framework would be provided to other stakeholders and sought clarity on the process for ongoing dialogue with stakeholders, particularly around the 2026 Strategy. The Chair advised that communication would take place following approval of the Framework and reminded Members that there was always an opportunity for Committees to invite contributions from stakeholders, individuals

or other representatives to inform Committee business. The Chair added that there needed to be a mechanism for engaging with the public and stakeholders to inform the Board's decision making.

**151216-SPABM-010: John Foley to consider options for establishing an appropriate mechanism for engaging with the public and stakeholders to inform the Board's decision making.**

10.14 The Chair asked Members if they were content to approve the framework subject to agreement of Committee membership. MAli advised that she was content to approve the Corporate Governance Framework with the exception of paragraphs 25 and paragraph 34.

10.15 Members APPROVED the SPA Corporate Governance Framework subject to the points noted in paragraph 10.8 above.

**151216-SPABM-011: John Foley to ensure that the Board's agreement of Committee membership is appropriately recorded.**

10.16 The Chair sought clarity from Members on an appropriate date for conducting a review of the SPA Corporate Governance Framework. Members agreed that a review should take place at the end of June 2017 and a report on findings brought back to the August Board Meeting.

**151216-SPABM-012: John Foley to make arrangements for a review of the Corporate Governance Framework to be undertaken after 6 months with a report on findings brought to the August Board Meeting.**

Thursday 27 October, Murrayfield Stadium, Edinburgh.

Public SPA Board Meeting

**10. REVIEW OF GOVERNANCE IMPLEMENTATION IN POLICING:  
IMPLEMENTATION PLAN (John Foley)**

10.1 JFoley provided Members with an overview of the paper and advised Members that the recommendations noted in amber were mostly connected to the production of the new Governance Framework. A revised version of the Framework would be sent to Board Members shortly.

10.2 EWilkinson referred to the number of actions from various earlier reviews that had been overtaken by the governance review and sought assurance that these actions had been properly discharged by the Governance Review. JFoley advised that Internal Audit would carry out a review.

**271016-SPABM-007 – John Foley to ensure that a review would be undertaken to evidence that any actions from previous reviews had been properly discharged.**

10.3 Members **NOTED** the Review of Governance Implementation in Policing: Implementation Plan

**Monday 20<sup>TH</sup> June, Stirling Court Hotel, Stirling**  
**Public SPA Board Meeting**

**12. Review of Governance in Policing – Implementation Plan (John Foley)**

12.1 The Chair advised that JFoley was now proceeding with the implementation plan following the formal response from the Cabinet Secretary for Justice who had accepted all of the recommendations. The Cabinet Secretary also noted that some recommendations touched on legislation and he had, therefore, encouraged identification of solutions that did not involve legislative changes.

12.2 JFoley provided an overview of the paper and commented that the arrangements to support joint delivery of actions had now progressed.

12.3 DHume said that he did not find appendix 1 helpful and suggested that a chart presenting interdependencies against timeline would be more helpful.

**200616-SPABM-012: John Foley to amend appendix 1 of the report to illustrate interdependencies against timeline.**

12.4 The Chair noted the importance of progressing the recommendations quickly.

12.5 Members noted the report.

**Thursday 27<sup>th</sup> October 2015, Stirling Management Centre, Stirling**  
**Public SPA Board Meeting**

**9. Programme for Governance – Review of Police Governance (John Foley)**

9.1 The CEO advised Members of the current updates and progress in relation to this stream of work.