

**MINUTES OF A MEETING OF  
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 13 OCTOBER 2018  
AT GILWELL PARK, LONDON 14:00-17:00**

**Trustees Present:** Ann Limb (Chair)  
Gordon Boyd (Treasurer)  
Tim Kidd (UK Chief Commissioner – UKCC)  
David Branagh  
Jack Bullon  
Frances Craven (Chair of the Safeguarding Committee)  
Gareth Davies  
Nicola Gamlen  
Susan Harris  
Stuart Howells (Vice Chair and Chair of the Risk Committee)  
Matt Hyde  
Gareth Jones  
Kieron Moir  
Matt Mills  
Ashley Russell  
Jane Simpson (Chair of the Safety Committee)  
Ollie Wood (UK Youth Commissioner – UKYC)

**In Attendance:** Margaret Giles (Company Secretary)  
David Hamilton (Director of Communications)  
Mark Hislop (Director of Commercial Services)  
Ross Maloney (Chief Operating Officer)  
Yvonne Smithers (Chief Financial Officer)  
Jack Maxton (International Commissioner) and Andy Browning<sup>1</sup>  
Laura Rooke (Governance Officer)

**Members Prevented:** John Kennedy  
Lexie Sims (Chair of the Staffing Salary and Remuneration Committee)

The meeting was part of the annual residential weekend involving Team UK and members from the Nations. The Board of Trustees was preceded by a morning session focused on 3 Programmes of Work;

- Programme 1 – Programme Planning
- Programme 8 – Safe Scouting
- Programme 4 – Early Years Provision

**1. Welcome, introductions and Charity Governance Code**

The Chair welcomed all to the meeting, particularly Ollie Wood, UKYC and Gareth Jones, as it was their first meeting as members of the Board.

Trustees noted two tabled papers:

- Trustees' pre submitted comments on papers with responses from paper authors. The Chair drew the Board's attention to this paper during the meeting as appropriate.

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<sup>1</sup> In attendance for Item 12 only

- A revised terms of reference for the Nominations and Governance Committee to be discussed as part of Item 16.

## **2. Trustees prevented**

John Kennedy and Lexie Sims

## **3. Declaration of any conflicts of interest**

None declared

## **4. Declaration of any other business**

One item of additional business was declared by the Chief Operating Officer in the form of an update to Trustees to be taken at the end of the meeting.

The Chair noted that several agenda items would be re-ordered at the meeting

- Item 12 to be taken after Item 8
- Item 16 to be taken before Item 15

The Chair advised members of the Board that following recent changes in GDPR legislation, training in this subject is now mandatory for local Scouting appointments. Training completion data will be scrutinized as part of the review of compliance monitoring of mandatory training. Trustees were reminded that it is extremely important that they undertake the training before December 2018.

## **5. Reflection led by Gareth Davies**

The meeting was opened with a personal reflection, written and presented by Gareth Davies.

## **6. Minutes of meeting held on 14 July 2018**

The Board **APPROVED** the minutes of the meeting held on the 14 July 2018, including the private minutes, which the Chair signed as an accurate record of the meeting.

## **7. Action report: status of actions**

The report was taken as read. The majority of actions were noted as complete. The following updates were given:

- **AP5: To make an application on behalf of TSA for the two legacy sums to be distributed to the designated beneficiaries as noted:** The Board noted the Company Secretary is progressing this action. One application has already been approved by the Charity Commission.

## **8. Board Monitoring**

The Chief Executive briefly introduced the paper, which was otherwise taken as read. The following was noted:

### **KPIs**

- The Chief Executive advised that the KPI report detailed the new KPI measures for 2018/19.
- One Safety and one Safeguarding KPI needed to confirm the target/benchmark measure. Work was ongoing to ensure this is in place before the end of the year.
- It was observed that it felt unusual to RAG score the 'reportable incidents' KPI and it would be more helpful to identify trend data. This point was accepted by the Chief Executive.
- Frances Craven explained there will be a discussion with the Safeguarding Committee on the KPI

related to the completion of safeguarding training. This is to ensure a consensus is agreed about the meaning of 'completion' in the context of understanding what a reasonable period would be to successfully undertake the required standard.

- It was clarified that 'digital maturity' related to a number of metrics outlined in the digital benchmarking tool that the Board had approved when they approved the digital strategy. .
- It was requested that previous quarterly data is provided with each Board update.
- It was suggested that as it was difficult to identify benchmarking data, it would be helpful to put the information in a different format rather than simply providing a RAG status.

**AP1: Governance Team to review the presentation of this report to include Q1 data and show trends in all instances, and RAG status where applicable.**

#### **Safeguarding Committee update**

- It was noted that the latest 'statistics into the service' table could be presented to make it clearer, perhaps with a key explaining the categories so that it is easier to understand. This point was accepted and changes will be made.
- For clarity it was reported that the cases categorised as 'WL' refer to welfare cases which are typically young people presenting with welfare concerns at Scouting meetings/events with signs of abuse or neglect which has happened outside of Scouting.
- Good progress is being made to manage the overall caseload and it was noted that there is an increase in welfare cases which is to be expected given continuing efforts to encourage reporting and as a result of external factors affecting local authorities' capacity to deal with such cases.
- Trustees were reminded that the annual Safeguarding report to the Board (in addition to that which Trustees receive at every meeting) will give the usual level of detail including a breakdown of caseload by type. New Trustees can request previous papers if they wish to via the Governance Team.

A note was made of the recent Disclosure and Barring (DBS) Compliance Inspection at the Association in which it received an inspection outcome of Compliant (with no recommendations). This is the highest determination of an inspection visit of the Disclosure and Barring Service against their Code of Practice. This essentially means that the Scouts fully met all eight areas of the inspection. The Disclosure and Barring Service have confirmed we are the first Registered Body to receive this outcome.

The chair requested that we congratulate all those involved in DBS reporting including those in local Scouting.

***Item 12 was taken at this point but is reflected in the minutes in the original agenda order***

#### **9. Chief Scout Succession Planning**

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding discussion on succession planning for the Chief Scout is noted in a separate document.**

#### **10. Board Composition**

The Vice-Chair introduced a paper which provided the Board with an update following the Council consultation session after the AGM in September 2018.

The Vice-Chair summarized that Council members continued to be in agreement that the Board should be smaller in size, but without agreement on how we achieve this balanced against the need to ensure the Board has the right skillset and membership to continue to operate effectively.

The following were noted comments during discussion;

- Better promotion of the agreed election process would need to be put in place if we are to make changes.
- A phased transition with natural endings (to Trustee tenures) of current to new composition would occur over a certain period.
- Importance of allowing time to effectively recruit Trustees appointed for their specified skillsets. The Chair noted that all current appointed members will be coming to the end of their terms in the next few years.
- The suggestion that the Chairs of the Nations Boards should be coopted to the board was rejected as it was felt it would be difficult for Country Chairs to remove their 'Country' hats and their added commitment to both Country and National Boards needed would be unfair.
- It was clear that the membership would want an election process to continue.
- Trustees agreed that in Table 1, the elected members from England needed to be increased from 1 to 3.
- Trustees requested more details on the composition and remit of the search group.
- If the search process included more of the Council membership, the process would feel more transparent and therefore the outcomes may be different.
- A filter process for skills would be better than current process.
- A question was raised as to whether it should be considered that Nations members vote on their own national areas. It was explained that the Board are elected/ appointed by the whole Council as per the Royal Charter and therefore nationally limiting voting to specific categories would not be appropriate.

The Chair concluded that an update would be required to the Nominations and Governance Committee in December and the Board in January 2019. The Vice-Chair and Company Secretary agreed to take the comments made in the meeting into account when writing the update paper with these key points included;

- Incorporate search process against skills set prior to election for elected candidates
- Composition and remit of the search group
- Timeline – to show both planning details and implementation schedule
- Increase UK elected members from 1 to 3
- Keep geographical proposals as per Table 1 of the paper
- Succession plan for appointed members

**AP3: Vice-Chair and Company Secretary to produce a paper for Nominations and Governance Committee (December 2018) with proposed way forward on the future composition of the Board, capturing discussion as detailed in the Board minutes (Board of Trustees – October 2018).**

#### **11. Online Scout Manager (OSM) Update**

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding discussion on OSM is noted in a separate document.**

#### **12. Governance and Safeguarding arrangements for Overseas Branches**

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding discussion on Governance and Safeguarding arrangements for Overseas Branches is noted in a separate document.**

**AP4: Governance Team to ensure that this is included on the risk register or included the current Safeguarding Committee risk.**

### **13. Board Effectiveness**

The Company Secretary introduced a paper, which was otherwise taken as read.

Members noted the timing of the survey distribution was not good as it came at a time when local Scouting commitments were recommencing. The Company Secretary advised that she would circulate the survey earlier next year.

It was agreed that a more detailed robust review of the Board's effectiveness and its performance against the Good Governance Code would be undertaken as part of the Board Development session in January 2019. At the session the Board will review other methods of effectiveness measurement including appropriate timing and instruments used by other relevant organisations.

The Chair additionally noted that during the recent Trustee appraisal process, the identity and visibility of the Trustee Board had been discussed on more than one occasion. The Vice Chair confirmed that this topic was included in Programme of Work 9.

### **14. Northern Ireland Constitutional Amendment**

The Company Secretary introduced a paper, which was otherwise taken as read.

Following the production of the paper presented to the Board in June 2018, discussions had been ongoing between Ken Gillespie, Executive Commissioner, Henry Brown, Chair of the Northern Ireland Board, Stuart Howells, Vice Chair of the National Board and Company Secretary, Margaret Giles. The feedback received had been incorporated into the paper presented to the Board at this meeting and therefore the Board **APPROVED** the proposed amendment to Clause 3 of the Northern Ireland Scout Council Constitution.

It was noted that a full constitutional review by the Northern Ireland Board is ongoing.

***Item 16 was taken at this point but is reflected in the minutes in the original agenda order***

### **15. Committee Chairs and Membership**

The Company Secretary introduced a paper, which was otherwise taken as read.

The Chair expressed that the process for designating Trustees to the committees reporting to the Board had not been as smooth as usual this year for a number of reasons and therefore a review of the appraisal timetable and designation process would be undertaken and shared with the Nominations and Governance Committee.

**AP5: Governance Team to review Trustee appraisal timetable and committee membership designation process and prepare a new timetable for the Nominations and Governance Committees' approval.**

The Chair of the Safeguarding Committee noted that the confirmation process of Trustees to committees

particularly Safeguarding, needed to be clarified as members are being appointed by different people without her oversight (differing from what is stated in the Terms of Reference of the Committee). It was noted that discussion earlier on in future between interested parties will be ensured.

One further change to committee membership, not noted in the accompanying paper was **APPROVED** by the Board;

- Jack Bullon, current member of the Nominations and Governance Committee would become a member of the Safety Committee and Gareth Jones would take Jack's place on the Nominations and Governance Committee.

The Board further **APPROVED** the following recommendations from the Chair and Vice Chair;

- That Kieron Moir becomes Chair of the Operations Committee.
- That no changes are made to the Chairs of the other Board Committees.
- The membership of all Board Committees as set out from page 4 of the accompanying paper with the amendment noted above.

#### **16. Governance decisions referred by the Nominations and Governance Committee**

The Company Secretary introduced a paper, which was otherwise taken as read. Additionally, a tabled paper with revisions to the Nominations and Governance Committee Terms of Reference was provided to all Trustees.

The Board **APPROVED** the following recommendations received by the Nominations and Governance Committee.

- the updated terms of reference for the Nominations and Governance Committee
- the terms of reference for the Safety Committee
- a special resolution to be put to Council to amend the Association's bye-laws to allow for electronic decisions to be made by the Board. Exact wording to be approved by the Board following legal advice.
- a special resolution to be put to Council to amend the Royal Charter to reduce the minimum number of Council members from 400 to 300.

#### **AP6: The Governance Team to ensure all approved items are actioned and documented appropriately**

#### **17. Heritage Governance and Collections management Proposals**

The Director of Commercial Services introduced a paper detailing proposals for heritage governance and collections management.

The Scouts Heritage Service is working towards the Arts Council England (ACE) Museum Accreditation Standard, the heritage industry benchmark for best practice.

In order to achieve this standard ACE require certain standards around the constitution of the governing body and its commitment to managing and maintaining a Heritage Collection. Despite the long standing nature of the Heritage Collection there is currently no formal governance around its management and protection.

A team of staff from the heritage, governance and legal teams have created a set of proposals which if agreed by the Board would meet the standards required by ACE and enable the achievement of the Accreditation standard.

The Board supported the request to formally agree to the ongoing maintenance of the Heritage Collection.

The Board **APPROVED** the recommended management and decision making structure regarding the Heritage Collection and Service as outlined in the accompanying paper with the following amendment. In recommendations 2.2.2 and 2.2.5 they have **APPROVED** that the decision making should be delegated to SLT as a whole, rather than just the Director of Commercial Services.

### **18. Annual Designation of National Boards**

The Company Secretary introduced a paper which was otherwise taken as read.

The Board **APPROVED** the designation of the following as National Boards for the purposes of the Bye-Laws.

- a) Scout Shops Ltd (current Chair is Martin Bryant)
- b) World Scout Shops Ltd (current Chair is Martin Bryant)
- c) Scout Insurance (Guernsey) Ltd. (Chair rotates among directors)
- d) Scout Insurance Services Ltd (current Chair is Michael Tripp)
- e) Scout Services Ltd (current Chair is John Kennedy)
- f) The Scout Association Pension Fund trustees (current Chair is Fraser Smart)
- g) The Scout Association Trust Corporation (current Chair is David Knowles)

### **19. Annual Safety report for the Movement**

The Chair of the Safety Committee presented a paper detailing a proposed approach to reporting on safety directly to the Board. This followed the first formal meeting of the Safety Committee in July 2018.

It was also noted that Trustees attended a safety programme development session earlier that morning, prior to the Board meeting, which explored the direction of travel for the Safety Committee.

The Board **NOTED** the progress to date and intended plan of work of the Safety Committee as detailed in the provided minutes of the first Safety Committee meeting.

It was remarked that it would be useful to see data regarding accident and incident type in the future.

The Board **APPROVED** the reporting schedule proposed within the paper and noted that the way the data is presented will evolve in time, giving greater detail to the Board report.

### **20. Candidate to European Scout Committee**

The UKCC introduced a paper which was otherwise taken as read.

The Board **APPROVED** the endorsement of Jack Maxton as the UK Candidate for the 2019-2022 European Scout Committee.

### **21. Report against annual objectives from UK Chief Commissioner, UK Youth Commissioner, Chief Executive and Chair**

The Board noted the reports and **APPROVED** the new objectives set for the UK Chief Commissioner for the

period 2018-19.

## **22. Any other business**

**A private minute, strictly confidential to Trustees and the Senior Leadership Team (SLT) is noted in a separate document.**

## **23. Feedback and evaluation of the effectiveness of this meeting**

The Chair invited trustees and all attendees to rate the meeting's effectiveness on a scale of 1-5, in which 1 could be considered "outstanding" and 5 being in "special measures".

Trustees	Staff
Score of 1 x 7	Score of 1 x 2
Score of 2 x 9	Score of 2 x 4
Score of 3 x 1	Score of 3 x 0
Score of 4 x 0	Score of 4 x 0
Score of 5 x 0	Score of 5 x 0

The Chair closed the meeting with thanks to the Senior Leadership Team and their teams for the successful implementation of the new strategy. It was also noted that the residential weekend had been very well planned and executed with fantastic service from the Gilwell Park Conference Centre team.

Items 24-32 were starred items taken as read without discussion.

24. Portfolio, Programme and Project Management Report

25. Birthday Honours

26. Risk Committee Minutes: June 2018

27. Nominations and Governance Committee Minutes: September 2018

28. Finance Committee Minutes: June 2018

29. Operations Committee Minutes: June 2018

30. Scouts Scotland Board Minutes: To January 2019 Board

31. Scouts Northern Ireland Minutes: To January 2019 Board

32. ScoutsCymru Minutes: March and July 2018