

**MINUTES OF A MEETING OF  
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 30 MARCH 2019  
AT 65 QUEEN'S GATE, BADEN POWELL HOUSE, LONDON 11:15-16:00**

**Trustees Present:** Ann Limb (Chair)  
Gordon Boyd (Treasurer and Chair of the Finance Committee)  
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 (CEO)  
Gareth Jones  
John Kennedy  
Kieron Moir (Chair of Operations Committee)  
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)  
Lisa McDonald (Governance Manager)  
Tina Wilson (Head of Safeguarding)<sup>1</sup>

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

The Board of Trustees was preceded by a morning session on Finance facilitated by Fiona Condron, senior Statutory Auditor from BDO.

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

The Chair welcomed all to the meeting.

The Board was delighted to congratulate those trustees who had received a St Georges Day Award as follows:

- Stuart Howells: Sliver Wolf

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<sup>1</sup> In attendance via Skype for Item 16 only

- Nicola Gamlen: Bar to the Award for Merit
- [Post meeting note: Ashley Russell also received Chief Scouts Commendation for Good Service ]

The Board extended their congratulations to those retired trustees, who had received a St Georges Day Award and the Chief Operating Officer:

- Byron Chatburn: Silver Wolf
- Liz Jack: Silver Acorn
- Ross Maloney: Bar to the Award for Merit

#### **Trustees noted one tabled paper:**

- 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. This paper was also circulated in advance of the meeting to Trustees.

The Chair noted that one agenda item would be re-ordered

- Item 16 to be taken after Item 7

#### **2. Trustees prevented**

Lexie Sims.

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

- The Company secretary declared an interest in Item 12(b) Appointment of Company Secretary.

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding two matters arising are noted in a separate document**

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

Prior notice of items of additional business were declared by the Chair in the form of four updates.

**Notes on all items are included within the private minutes of this meeting.**

#### **5. Reflection led by Stuart Howells**

The meeting was opened with a reading by Stuart Howells.

#### **6. Minutes of meeting held on 26 January 2019**

The Board **APPROVED** the minutes of the meeting held on the 26 October 2019, including the private minutes, which the Chair signed as an accurate record of the meeting.

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding two matters arising are noted in a separate document.**

## **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 from July 2018: Legacies: Company Secretary to make an application on behalf of TSA for the two legacy sums to be distributed to the designated beneficiaries as noted.**  
It was noted that one legacy had been distributed to the beneficiaries. The second one requires further information to be provided to the Charity Commission. Work is ongoing with this, and may need to come back to the Board.
- **AP5 from October 2018: Governance and Safeguarding arrangements for Overseas branches:** The risk had been drafted and was on the agenda for the Risk Committee for 21 March for which the minutes are not yet available. An update will be provided to the Board at its July meeting.
- **AP1 from January 2019: Board Monitoring:** In relation to the presentation of the KPI data, future reports will be by exception and the executive summary will include areas of concern for the Board to be made aware of.

**AP2: Governance Manager to ensure an update is provided to the July Board, following the Risk Committee meeting discussion concerning Governance and Safeguarding arrangements for overseas branches.**

**AP3: Governance Team to ensure both noted points in relation to the presentation of KPI data are included in future Board Monitoring papers.**

*(At this point in the meeting, Item 16 was taken before Item 8 but for the purposes of the minutes the items are listed in original agenda order.)*

## **8. Board Monitoring**

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding two matters arising are noted in a separate document.**

**9. A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT)**

## **10. Census update**

The UK Chief Commissioner gave a brief overview of the census position to date (8 March 2019). It indicates a 0.4% drop in the number of young people aged 6-18 and a 1.3% increase in the number of over 18s. This leaves our total numbers roughly level from last year (+0.1%). Currently 99.75% of returns are completed. Youth (6-18) drops are in the Beavers and Cubs with gains in the other sections. Across the 6-18 range, girls have increased by 3.9% and boys have decreased by 1.6%. In this age range, girls are 23.2% of our membership. The number of Young Leaders declared has increased by 2.8% to a total of 18,613 this year.

Proper analysis is required to understand the reasons for the drop in numbers of Beavers and Cubs. Initial discussions with Team UK indicate that this might be because line management focus moved to the strategy release and branding. In addition there is some alignment to population trends at the Beaver and Cub ages which might have longer term implications for us. In any case, it suggests that whilst we are working through our strategy, we must maintain the focus on growth. The Chief Commissioners have plans in place to discuss and implement actions over the next few months as a result of the census results.

It was noted that the original Regional Services Team made a real difference to developing the Movement, opening a substantive amount of sections. In response to a question on how they achieved growth, it was explained that the growth strategy focused on opening sections in areas of deprivation and three years of external funding had helped to drive this strategy.

A full “deep dive” of the annual census will be presented to the Board in July.

**AP6: Governance Manager to note on the July Board agenda, Annual Census Deep Dive.**

### **11. Budget Envelope 2019/20**

The Chief Financial Officer led a presentation detailing the projected budget envelope for 2019/20.

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding two matters arising are noted in a separate document**

The Board **APPROVED**:

- The proposed 2019/20 unrestricted operating budget as recommended by the Senior Leadership Team and the Finance Committee.
- The unrestricted capital expenditure summary as part of the proposed budget.

#### **i) Membership fees for the Nations**

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding two matters arising are noted in a separate document**

### **12. Governance Matters.**

#### **i) Future composition of the Board of Trustees**

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding two matters arising are noted in a separate document**

#### **ii) Appointment of Company Secretary**

The Company Secretary left the room for this item and had already declared a conflict of interest.

- Board members unanimously **APPROVED** the appointment of Margaret Giles as the Company Secretary for The Scout Association.

#### **iii) Proposal for the Chair’s Consultative Group and the Nominations and Governance**

## **Committee**

The Company Secretary briefly introduced the item, which was otherwise taken as read. It was proposed that the following item from the CCG terms of reference is incorporated into the terms of reference of the Nominations and Governance Committee.

- “To ensure that the Board agenda is prepared in a way which will enable the Board to carry out its duties effectively and that all appropriate and necessary issues are included”.

The Board **APPROVED** the recommendation of the Nominations and Governance Committee that the Chairs Consultative Group be disbanded immediately and to bring relevant Board related content as noted above from CCG into the remit of the Nominations and Governance Committee.

### **iv) Scouts Grants Committee – Trustee Membership**

The Company Secretary briefly introduced the item, which was otherwise taken as read. The Board **APPROVED** the recommendation of the Nominations and Governance Committee that the Terms of Reference are amended to reflect that a Trustee and additionally a Team UK member are not required to sit on the Scouts Grants Committee.

### **v) Board effectiveness – report from NCVO**

Members noted the report produced by Dan Francis, NCVO, following the Board Effectiveness development session ran in January 2019 prior to the Board of Trustees meeting. Some recommendations from the report will be progressed as part of the Governance Programme of Work. Others will be considered and taken forward by the Governance Team as appropriate.

### **vi) Staffing Salary and Remuneration Committee**

The Company Secretary briefly introduced the item, which was otherwise taken as read.

The Board **APPROVED** the recommendation of the Nominations and Governance Committee that the Staffing, Salary and Remuneration Committee be renamed to People and Culture Committee and **NOTED** the revised terms of reference.

## **13. Policy, Organisation and Rules (POR) Equal Opportunities Policy**

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT)**

**AP7: Governance Manager to work with the Head of Volunteering to update POR (Chapter 2, Key Policies, Equal Opportunities policy) in line with decisions made by the Board.**

## **14. Appointed Trustee and Trustee Elections 2019**

The Company Secretary introduced a paper, which was otherwise taken as read. The following key points were noted:

- The search for an Appointed Trustee with Safeguarding expertise, to replace Frances Craven had commenced. The Nominations and Governance Committee had approved a

two stage process for recruitment, stage one an initial assessment of technical competence and the second a formal panel interview. A detailed role description and person specification had been used to drive the appointment criteria. An advertisement had been placed online via our own internal communication channels and externally with the Guardian, NCVO and Charity Jobs. The recommendation of appointment will come from the Nominations and Governance Committee to the Board in due course.

- The Board requested that a two year succession plan be produced for key appointments (Chair, Treasurer, UK Chief Commissioner) for the Nominations and Governance Committee to consider at their July meeting.

**AP8: Governance Manager to produce a two year succession plan for key appointments (Board Chair, Vice Chair, Treasurer, UK Chief Commissioner) for the Nominations and Governance Committee to consider at their July meeting.**

The following elections for Board Trustees will be held in 2019:

- Elected youth member (currently Jack Bullon, member Finance and Safety Committee)
- Elected member England South (currently Gareth Davies, member Finance Committee)
- Elected member England North (currently Stuart Howells, TSA Vice Chair, Chair Risk Committee, member Staffing Salary and Remuneration and Nominations and Governance Committees)
- Elected member Scotland (currently John Kennedy, member of Finance and Nominations and Governance Committees)

In addition to the above there is an existing vacancy in England North which will also be advertised following last years' process in which there were no candidates put forward.

Jack will end his first term of office and is eligible to stand for re-election. Gareth, Stuart and John will end their second term of office and cannot stand again for re-election as a trustee.

The Board **APPROVED**:

- The recommendation of the Nominations and Governance Committee that the specific trustee skills gap to be highlighted in trustee election documentation this year should be Finance, Fundraising and Legal expertise.
- That the Elected Members of the Council as listed should be invited to stand for re-election to the Council.

## **15. Corporate Risk Register**

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

The Board **APPROVED** the Corporate Risk Register, noting the inclusion of two new risks which will be presented to the Risk Committee on the 21 March 2019:

- Safeguarding provisions for overseas branches; and
- Radicalisation in Scouting

The Board noted that the Association is striving to implement KRI metrics for each of our identified corporate risks. These had not been finalised by all of the Board Committees and will therefore be presented to the Board in July.

#### **16. Mandatory Reporting of Safeguarding Concerns**

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding two noted additional items of business is recorded in a separate document, and noted under Item 4 of the agenda.**

**17. This item was taken under Item 4, Any other Business and a private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding the matter is noted in a separate document.**

**18. Report against annual objectives from UK Chief Commissioner, UK Youth Commissioner, Chief Executive and Chair (including approval of Key 4 objectives for 2019).**

The Board noted the reports and **APPROVED** the Key 4 objectives for 2019.

The Chief Executive highlighted the following updates from his report:

- There has been great focus on the Gilwell 100 project to celebrate the centenary year of Scouting at Gilwell Park and in particular the successful visit from the Duchess of Cambridge. The Chief Executive of the BSA had been in contact, which shows the global impact.
- Work continues on the early years' provision. The proposed decision making criteria will be presented to the Board in March 2020.
- He continued to lead a collaborative effort with other youth organisations in an attempt with the aim of agreeing a joint statement to enter negotiations with the Government in relation to the Comprehensive Spending Review.

#### **19. Any other business**

**A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding two noted additional items of business is recorded in a separate document, and noted under Item 4 of the agenda.**

#### **20. 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 8	Score of 1 x 1
Score of 2 x 9	Score of 2 x 6
Score of 3 x 0	Score of 3 x
Score of 4 x 0	Score of 4 x 0
Score of 5 x 0	Score of 5 x 0

Items 21-30 were starred items taken as read without discussion.

- 21. Portfolio, Programme and Project Management Report**
- 22. Risk Committee Minutes: March 2019 (will go to the July 2019 Board)**
- 23. Nominations and Governance Committee Minutes: March 2019**
- 24. Finance Committee Minutes: March 2019**
- 25. Operations Committee Minutes: March 2019 (will go to the July 2019 Board)**
- 26. Scouts Scotland Board Minutes: November 2018**
- 27. Scouts Northern Ireland Minutes: October 2018**
- 28. ScoutsCymru Minutes: November 2018**
- 29. Date of future meetings and Board Forward Planner**

The date of the next Board meeting is 13 July 2019. The Board noted the Board Forward Planner.

**Signed as a true and accurate record of the meeting**

..... Date: .....

Chair