

**APPROVED DRAFT / MINUTES OF A MEETING OF
THE BOARD OF THE SCOUT ASSOCIATION HELD ON 9 JULY 2016 AT
BADEN-POWELL HOUSE**

Trustees Present:	Ann Limb (Chair)	Stuart Howells (Chair of
	Gordon Boyd (Treasurer)	Risk Committee)
	Wayne Bulpitt (UKCC)	Matt Hyde (Chief Executive)
	Sally Cantello (Chair	Liz Jack
	of SSR Committee)	John Kennedy
	Byron Chatburn (Chair	Kieron Moir
	Of Operations Committee) ¹	Jake Myatt
	Gareth Davies	Ashley Russell
	Fi Durrant	Jane Simpson
	Nicola Gamlen	Lexie Sims

Trustees Prevented: Colin Lammey

Invited to attend: Frances Craven
Hannah Kentish (UK Youth Commissioner - UKYC)
Tim Kidd (Deputy UKCC)

Staff in Attendance: Alexis Cheshire (Chief Information Officer)²
David Hamilton (Director of Communications)
Mark Hislop (Director of Commercial Services)
Ross Maloney (Director of Scouting Operations)
Lindsay Sartori (Director of Support Services)
Judeth Neville (Charity & Company Secretary)
Lisa McDonald (Minutes)

1. Welcome, introductions and Good Governance Code

The Chair welcomed those present, especially Frances Craven (who the Board will recommend at the AGM be appointed as a trustee) and Tim Kidd (UKCC-designate) who were attending the meeting as observers.

The Chair noted how pleased the Board is that the Treasurer, Gordon Boyd, is able to attend having undergone major surgery earlier in the year. On behalf of the Board, the Chair thanked John Kennedy (member of the Finance Committee and Treasurer for Scouts Scotland) for deputising for the Treasurer when necessary – and thanked the Treasurer for continuing to support the Finance Committee even when not able to attend all meetings.

The Board extended its congratulations to Jane Simpson on her appointment as Head of Asset Creation at Severn Trent Water.

The Chair 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 at each point relevant papers were discussed.
- Model of The Scout Association's Risk Governance (proposal to include in the Annual Report and Accounts - see item 15)

2. Trustees Prevented

Colin Lammey is prevented from attending due to a diary clash.

¹ Present for agenda items 1-21

² Present for agenda item 10

3. & 4. Declaration of any other business and of any conflicts of interest

The following Trustees declared an interest:

- Ashley Russell – Item 20 Governance Review: Report and Recommendations
- Gareth Davies – Item 22 Scouts Wales Review Constitution.

5. Reflection led by Kieron Moir

The meeting opened with a reflection on The Scout Association's commitment to equality. Kieron focused on Scouting's recent attendance at Pride in London and was pleased to report 120 Scout contingent members were present to celebrate diversity and promote inclusion. Kieron noted a challenge to the Board to consider what it should do to support Scouting reaching out to other minority communities.

6. Minutes of the meeting held on 19 March 2016

The Board:

- **APPROVED** the Minutes, including the confidential Minutes, and the Chair signed them as an accurate record of the meeting;
- **APPROVED** the resolution (following a matter raised in the Board private session in March) to recommend to the Council at the 2016 AGM that Wayne Bulpitt be appointed as an additional Vice President of The Scout Association and elected as an Elected Member of the Council (for an initial 3 year term – until the 2019 AGM) (Bye Law 3c).

7. Action Report: status of outstanding actions from Board meetings in 2015 and completed actions from March 2016 Board meeting

The report was taken as read.

Agenda items 8, 9 & 10 are strictly confidential to Trustees and Senior Leadership Team (SLT) and Minutes are recorded separately in Appendix 1.

11. Communications Strategy: Skills for Life

The Director of Communications presented a proposed new four year national communication strategy called Skills for Life. It focuses on the benefits young people and volunteers get from Scouting and how we can use these messages to increase engagement and change perceptions. A copy of the presentation is available from the Charity and Company Secretary on request.

Over 5,500 people helped shape the strategy, including parents, general public and volunteers. From a range of propositions audiences chose 'Skills for Life' as the message that makes us more distinctive, more relevant and more supportable.

Discussion centred around:

- Confirmation that in the immediate future there are no additional resources required in the implementation of the Strategy: instead, the plan is to make more effective, focussed use of existing resources.
- The need to use employability skills as an asset backed up with specific case studies.
- The creation of a working group of young people with a special responsibility for influencing and supporting the delivery of the communications strategy.
- Gathering learning from National Citizen Service.

The Board thanked the Director of Communications for the excellent paper and presentation.

The Board:

- **APPROVED** the Communications Strategy to 2020
- **NOTED** the agreed next steps for the Association's Communications Team as follows:
 - Devise Skills for Life creative routes
 - Embed Skills for Life into the Association's messaging

- Initiate brand review towards the end of 2016, reporting back to the Board in 2017
- Carry out further investigation and research into target audiences
- Work with volunteers to determine a practical structure, tools and support for communications locally

AP3: Charity and Company Secretary - To note Brand Review recommendations on the Board forward planner for the March 2017 meeting.

12. Strategic Plan 2015/16 Review

The Chief Executive, UKCC & UKYC presented the Association's progress towards Vision 2018. A copy of the presentation is available from the Charity and Company Secretary on request. Key points included:

Growth

- Good recorded growth in the areas of - youth membership (+1.8%), adult leaders (+8.7%) and female membership (+7.7%).
- Youth growth across all UK except London Region (3rd year of decline)
- Variable growth/decline in number of Explorers across UK
- Implementation of short term wins in order to come closer to growth target.

Inclusion

- 25% youth membership now female
- Better Prepared: 300 new sections in areas of deprivation

Youth-shaped

- #YouShape week – 25,000 young people and adults participated
- 145 District and County Youth Commissioners appointed

Community Impact

- Launched A Million Hands
- 6,220 sections from 4,000 Scout Groups registered = reach of 205,000 young people
- Wider impact – 6,200 dementia friends

Members feel... Valued, Empowered, Proud

- Targets not met - Valued 64% (target 76%), Empowered 70% (target 81%), Proud 90% (target 93%)
- Scores are marginally down on prior year and likely to have been impacted by the Compass membership database not being accessible to the membership for a large part of the year
- Trustees wanted to better understand the reasoning behind the scores. It was agreed that the UKCC team should summarise for the Board what information we have, and what work has been and will be done, in relation to these indicators.

Programme

- Launched Network digital platform
- Sections delivering a quality programme met target

Cubs100

- Events all over the country
- Media to date = 313 items, reach 47m (UK) 397m (Global)

23rd World Scout Jamboree

- 3,500 participants
- Legacy includes significant increase in interest in attending Moot 2017

Compass

- Re-launched adult functionality

Underpinning Strategies – Movement highlights and Headquarters highlights

- Volunteer adult and manager training, leadership and management scores all exceeded target
- Awarded Investors in People Silver Award

The Chair on behalf of the Board noted congratulations and thanks to the HR Team for aspiring to and achieving this prestigious award.

AP4: UKCC to work with his direct team and line management chain re the ‘Valued, Empowered and Proud’ indicators and present a paper to the December 2016 Board meeting. Charity and Company Secretary to note on the Board forward planner.

13. KPIs 2015/16

The paper was taken as read.

14. KPIs 2016/17

The Chief Executive outlined the proposed revisions to the KPIs, noting that in many cases we will still aim for the initial target (in particular, for 500k young people and 120k uniformed adult volunteers) but that SLT recommend recalibrating the KPIs to measure progress against targets which SLT now sees as realistic given current knowledge and progress to date. The Board:

- **APPROVED** the proposed KPIs and revised targets.

15. TSA Consolidated Annual Report & Accounts 2015/16

The Treasurer briefly introduced the paper, noting that the Finance Committee had scrutinised the Annual Report and, in particular, Accounts in detail and recommended them to the Board. The Director of Support Services gave a brief presentation (copy available on request) outlining particular points for Trustee attention. The papers were otherwise taken as read.

Following brief discussion, Trustees agreed not to include the Model of The Scout Association’s Risk Governance in the Annual Report and Accounts, but agreed that it should be used internally to form the basis of the revised Risk Policy.

The Board:

- **APPROVED** The Scout Association’s Consolidated Annual Report and Accounts 2015/16;
- **AUTHORISED** the Treasurer and Director of Support Services to agree minor revisions to the Annual Report and Accounts in accordance with Trustee and SLT comments received; and
- **AUTHORISED** the Chair to sign the Annual Report and Accounts on behalf of the Board.

16. Auditors’ Annual Management Letter and Management Response and Letter of Representation to Auditors

The Treasurer noted that the auditors and Finance Committee had been very pleased with the outcome of the audit and that the management letter disclosed no issues of significance. The paper was otherwise taken as read.

The Chair on behalf of the Board thanked the Director of Support Services and the Finance Team for their hard work and success.

The Board:

- **APPROVED** the Letter of Representation and authorised the Chair to sign it on the Board’s behalf.

17. 2017/18 Budget and Beyond: to share initial thinking

The Chief Executive gave a confidential presentation, a copy of which is available only to Trustees from the Charity and Company Secretary. Particular point of note:

Development Grants Board (DGB): Seeking £250,000pa from Pears for next 3-4 years.

The Chief Executive explained that there is currently a review of DGB funding and it is the SLT's recommendation whilst the review is taking place to freeze funding further grants to local Scouting. The Board discussed the impact suspending local grants would have on the Movement.

The Board:

- **APPROVED** the SLT proceeding with the plans outlined in the presentation; and
- **APPROVED** a pause in the awarding of funding from the DGB for Small, Medium and Large Project Grant applications (other than a small number of grants for which applications are already in train) whilst the review takes place (due to report to the February 2017 meeting of the Operations Committee). This is on the basis that the DGB will continue to fund Start-up Grants so as to enable financial support for growth activity. The communication to the Movement will be based on grant phasing and will explain that the next phase of applications will be considered in May 2017 in line with the current cycle (essentially, there would be no consideration of grants in October 2016).

18. Membership Subscription 2017/18

The Treasurer briefly introduced the paper, which was otherwise taken as read. The Board:

- **APPROVED** the recommendation of the Finance Committee and the UKCC Team and SLT to increase the National HQ membership subscription for the year from 1 April 2017, to £26.50 per youth member (£26 for prompt payment before 23 April 2017).

AP5: Communications to begin with County Commissioners re the reasons for the increase and the decision re DGB funding: Director of Communications for County Commissioners' briefing w/b 18 July.

19. Item moved to 'Starred items'

20. Governance review: Report and Recommendations

Sally Cantello briefly introduced the Report, which was otherwise taken as read. The Chair thanked Sally for chairing the Task Group and for ensuring that a number of important recommendations have been brought forward in a short timescale.

Debate focused on recommendation 1.2, which was to decrease the number of Elected Youth Members of the Board from 2017 as a result of the recommendation to make the UKYC an ex officio Board Member.

After discussion, the Board:

- **APPROVED** all recommendations outlined in the Report, except item 1.2: (which proposed that the UKYC should be an ex officio Board Member and a consequent reduction in the number of Elected Youth Members of the Board); and
- **AGREED** that the Nominations & Governance Committee should review again the size and composition of the Board, and the nature of the UKYC role, and bring a paper back to the Board in advance of the 2017 AGM.

AP6: Charity and Company Secretary to work with the Nominations & Governance Committee to consider and present to the Board proposals re the size and composition of the Board and the status of the UKYC in advance of the 2017 AGM.

21. UKYC – to co-opt as Board member from 9 July to AGM 2016 and from AGM 2016 to AGM 2017

The Board:

- **APPROVED** a resolution under Bye Law 23i to appoint the UKYC ex officio as an additional member of the Board of Trustees from 9 July until the AGM of the Council on 3 September 2016 and then from the AGM 2016 to the AGM 2017

22. Scouts Wales revised constitution

(Having declared a conflict, Gareth Davies left the room for the discussion and returned for agenda item 23.)

The paper was taken as read. The Board:

- **APPROVED** the revised version of the ScoutsCymru Constitution.

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

The Chair invited Trustees and 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". From a total number of trustees and attendees who took part in the meeting and exercised a judgement, the meeting was rated with an average score of 2.1 as follows:

Score of 1x1

Score of 2x20

Score of 3x4

Score of 4 or 5 – zero

Several Trustees commented favourably on the timeliness and quality of the pre-meeting papers. Others commented that they felt that there had not been sufficient time fully to discuss the governance review item.

24-33. Starred Items

The starred items were taken as read without discussion.

Additional points raised by the Chair

The Chair requested that in future Trustees email any comments on papers to the Charity and Company Secretary by the stated deadline, to allow the SLT sufficient time to respond to them.

Trustees were advised that between now and the October Board Trustee appraisals will take place. The meetings will be based on a review against Trustees' individual objectives. The Chair asked that Trustees also give her feedback as part of the process. Lisa McDonald will contact Trustees to make arrangements.

In addition, the Chair, Chief Executive and Charity and Company Secretary are now planning the Trustee development sessions for 2017. All Trustees are invited to inform us of any topics to be included (new or by way of refresher to prior development sessions) which would make the Board more effective in fulfilling its governance role.

The Chair gave special thanks to the following Trustees/member of Headquarters staff for whom this was their last Board meeting:

- Wayne Bulpitt for his 15 years' dedicated service as a Trustee
- Sally Cantello who has come to the end of her term of office as Appointed Trustee – in particular, for chairing the SSR Committee and the Governance Review Task Group
- Lindsay Sartori, Director of Support Services who will be leaving TSA in September 2016

The Board wished Gareth Davies and Jake Myatt the best in the forthcoming Trustee elections and congratulated Stuart Howells and John Kennedy who were elected unopposed.

The meeting was followed by a brief private session for Trustees only.

Minutes L McDonald 13 July 2016

Signed as a true and accurate record of the meeting

.....Chair 1 October 2016