

**APPROVED DRAFT /MINUTES OF A MEETING OF
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 1 OCTOBER 2016 AT
GILWELL PARK**

Trustees Present:

Ann Limb (Chair)	Stuart Howells (Chair of Risk Committee)
Gordon Boyd (Treasurer)	Matt Hyde (Chief Executive)
Jack Bullon	Liz Jack
Byron Chatburn (Chair of Operations Committee)	John Kennedy
Frances Craven	Colin Lammey
Gareth Davies	Kieron Moir
Fi Durrant ¹	Ashley Russell
Nicola Gamlen	Jane Simpson
Hannah Kentish (UK Youth Commissioner - UKYC)	Lexie Sims (Chair of SSR Committee)
Tim Kidd (UK Chief Commissioner UKCC)	Nigel Hailey

Invited to attend:

David Chapman (Chair of the ScoutsCymru Board)
Moray MacDonald (Chair of the Scouts Scotland Board)

Staff in Attendance:

David Hamilton (Director of Communications)
Mark Hislop (Director of Commercial Services)
Ross Maloney (Director of Scouting Operations)
Deirdre Robertson (Interim Chief Financial Officer)
Judeth Neville (Charity & Company Secretary)
Lisa McDonald (Minutes)

1. Welcome, introductions and Good Governance Code

The Chair welcomed those present, especially David Chapman and Moray MacDonald who were attending the meeting as observers. The Chair extended the Board's warm welcome to Tim Kidd, Frances Craven and Jack Bullon who were attending their first Board meeting as Trustees.

The Chair congratulated John Kennedy and Stuart Howells on their re-election to the Board.

The Board were saddened to hear of the death of Barry Sutton (a previous Chair of TSA's Committee of the Council). The Board noted Barry's contribution to Scouting nationally and locally. Gareth Davies will represent the Association at the memorial service.

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.
- A reminder of the June invitation to the National Conference: Summit17. The Chair encouraged all Trustees to attend the event, which will take place on 1-2 April 2017 at the University of Warwick. Registration instructions will be circulated soon.

As some Trustees needed to leave the meeting early, the Chair started the meeting at Part 3 of the agenda, ie the items for approval.

2. Trustees Prevented

None.

¹ Absent for agenda items 8,9 and 23

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

None.

5. Reflection led by Fi Durrant

The meeting opened with a reflection on the value of impact, inclusion and intervention. Fi focused on a courageous Leader who adjusted the arrangements of her Beaver colony to allow for a child with special needs to join the group, and the positive impact this had on the child and his family.

6. Minutes of the meeting held on 9 July 2016

The Board:

- **APPROVED** the Minutes, including the confidential Minutes, and the Chair signed them as an accurate record of the meeting.

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

The report was taken as read.

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

10. Portfolio, programme and project management report, including report on progress against Portfolio Plan

A request had been received to unstar this item to allow discussion. In response to a question received, the Director of Scouting Operations confirmed:

- That the figures to be reported to the Portfolio Management Group (**PMG**) going forward will be for both the current year and whole project life.

11. Beyond 2018

The Chief Executive briefly introduced the paper, the contents of which had been the subject of extensive discussion in the two Strategy Sessions (held jointly with the UKCC and UKYC Teams and senior leadership from the Nations) which immediately preceded this meeting.

The Board:

- **NOTED** the next strategic plan for the period 2018 to 2023 will be aligned to the financial year (April to March)
- **APPROVED** the proposed timeline for the creation of a new strategic plan, Theory of Change and impact measurement framework.

12. Ambassador Strategy

The Director of Communications briefly introduced the paper, which was otherwise taken as read. As part of the new Communications Strategy, a new Ambassador programme is proposed for TSA.

Key points included:

- The concept for the new Ambassador programme is a Scout Super Group of between eight and 12 celebrities from a diverse range of backgrounds.
- Ambassadors will be offered fixed term appointments of up to three years, with the option for TSA to renew the agreement if the relationship continues to be successful.
- Being an Ambassador is no longer only an honorary title: it is a role, with a commitment to undertake regular activity which supports Scouting throughout the term.

In response to questions received, the Director of Communications confirmed:

- That Ambassadors will be offered a fixed term contract, with clear expectations and an appropriate termination clause.
- A specialist leading and talent management consultancy is being utilised to source a pool of celebrities to align with TSA's values and aims. The Chair invited Trustees who wish to do so to send any suggestions for Ambassadors to the Director of Communications, who will forward these to the consultancy.

See also confidential Minutes at Appendix 1.

The Board

- **APPROVED** the Ambassador Strategy with the simplification to the appointment process which was highlighted verbally by the Director of Communications and as set out in the pre-submitted comments paper, resulting amendment to the terms of reference of the Nominations and Governance Committee.

AP4: Charity & Company Secretary to amend this part of the terms of reference of the Nominations and Governance Committee.

13. Key Performance Indicators (KPIs) 2016-2017

The Chief Executive briefly introduced this item, which was otherwise taken as read.

The Board **NOTED**

- that there will be a discussion at the October 2016 Operations Committee in order to ensure the youth led indicators are sufficiently robust
- that in future the monthly KPI report will be circulated to UKCC Team members as well as to SLT.

14. Post-AGM matters including Board Committee Chairs and members

The Chair briefly introduced the item, which was otherwise taken as read. (The Board Committee Chairs and composition for 2016/17 can be found at **Appendix 2**).

a) Board Committee Chairs and Composition

The Board:

- **APPROVED** Stuart Howells be re-appointed Chair of the Risk Committee for a 3 year term
- **APPROVED** Lexie Sims be appointed Chair of the Staffing, Salary and Remuneration Committee for the remainder of her first term as appointed Trustee
- **NOTED** the chairing arrangements for the remaining Board Committees:
Finance Committee – Gordon Boyd
Nominations Committee – Ann Limb
Operations Committee – Byron Chatburn
- **APPROVED** Nicola Gamlen and Jack Bullon each be appointed a member of the Nominations and Governance Committee (Nicola for the remainder of her first term as elected Trustee and Jack for a 3 year term)
- **NOTED** the members of the other Board Committees and of the Unity Board, as decided by Nominations and Governance Committee on 31 August, for the year until the 2017 AGM as set out in Appendix 2.

b) National Commissioners and National Boards

The Board:

- **DESIGNATED** the following as National Commissioners for the purposes of the Bye-Laws: Deputy UK Commissioner(s)
 UK Commissioners for Adult Support
 UK Commissioner for Programme
 UK Commissioner for Safety & Adventure
 UK Youth Commissioner
 Deputy UK Youth Commissioners
 Regional Commissioners (England and Wales)
 Deputy Chief Commissioners (where appropriate) in England, Northern Ireland, Scotland and Wales.
- **DESIGNATED** the following as National Boards for the purposes of the Bye-Laws: Scout Shops Ltd
 World Scout Shops
 Scout Insurance Guernsey Ltd
 Scout Insurance Services Ltd
 Scout Services Ltd
 The Scout Association Pension Fund Trustees
 The Scout Association Trust Corporation

c) AGM 2016 & 2017

The Board

- **NOTED** the feedback on the AGM held at Reunion on 3 September 2016.
- **APPROVED** the SLT's recommendation that (subject to the final analysis of wider Reunion feedback between now and November) the AGM be held at Reunion again in 2017.

There was discussion concerning the fact that two national trustee posts this year were uncontested and that turnout in the trustee elections was lower than in the two previous years (2016 36%; 2015 46%; 2014 52%). There was agreement that a concerted campaign is needed, involving all existing Trustees as well as the Governance and Comms Teams, to promote the value and importance of being a national trustee and to improve recruitment and candidate messaging, learning lessons from success of youth trustee recruitment in 2015/2016.

The Chief Executive noted that we are developing, for consideration by the PMG, a Programme bringing together a number of governance-related projects including work on youth-shaped governance and on Nominated Youth Representatives and other Council membership (carried forward from Phase 1 of the Governance Review), size and composition of the Board, risk management and improving local governance (while retaining the federated structure). A report will come to the March 2017 Board.

AP5: Charity and Company Secretary to note on the Nominations and Governance Committee forward planner for February 2017 and the Board forward planner for March 2017

15. Board Effectiveness Self – Assessment Questionnaire for 2016

The Chair briefly introduced the paper, which was otherwise taken as read. The following points were noted:

- The feedback reveals a divergence of views between how the content of the meetings may be improved, with some Trustees seeking more time for strategic discussions but others feeling that the Board should do more by way of monitoring performance management.
- The Board debated its purpose, noting the desirability of ensuring that Board discussions are strategic and of the Board empowering the SLT and UKCC Team to manage operations in order to deliver the strategy. The Board's role should be to advise and support and to hold the SLT and UKCC Team to account for delivery.
- A triangulation business model was noted whereby the senior staff member works with the relevant senior volunteer and Committee Chair to determine what matters should be presented to that Committee and, if appropriate, Board.
- An online questionnaire will be used for future collating of appraisal feedback. Trustees were invited to email the Governance Team if there are any areas of the questionnaire which they would like to see revised next year.
- The importance of a clear list of matters reserved to the Board and a schedule of delegations from the Board: draft to be presented to the October Nominations and Governance meeting.

16. Board Planning: Proposals for Development Plan 2017

The Chair briefly introduced the paper, which was otherwise taken as read. Following discussion the Board **NOTED** that the trustee development session in December 2016:

- Will include an exercise whereby trustees share their Scouting-related achievements last year and objectives for this year.
- may need to build on the next stage of the strategy development.

17. National Volunteer Attendance at Major National Events

The paper was taken as read. The Board:

- **NOTED** that in their first year of appointment, Regional Commissioners in Wales will be added to the list of attendance for the National Scout Service, Windsor.
- **APPROVED** the changes to the arrangements for national volunteer attendance at major national events.

18. Corporate risk register and confirmation of Board Committee monitoring and Board reporting going forward

The Chair of the Risk Committee briefly introduced the paper, which was otherwise taken as read.

The Board

- **APPROVED** the recommendations of the Risk Committee that:
 - a) The current risk around staff capability is adequate, more detail is provided in the template for risk no 10 when completed;
 - b) Oversight of the "Governance unfit for purpose" risk (no 7) be reassigned from the Board to the Nominations & Governance Committee
 - c) There is no need for a separate risk around local governance, provided further detail is provided in the template for risk no 7 when completed

- d) The risk around possible radicalisation should be considered within the safeguarding risk (no 17) and
- e) The risks relating to Scout Shops, Unity and Scout Insurance (Guernsey) Limited should be reviewed annually by the Risk Committee, with the understanding that any significant risk which arises in the interim should be raised immediately to the Risk Committee

Trustees noted that an up-to date version of the Register and risk templates will be presented to the December Board for scrutiny, challenge and, if appropriate approval.

AP5: Charity and Company Secretary to note on the Board forward planner for December 2016 – Risk Register & associated risk templates

19. Northern Ireland Scout Council (NISC): proposed revisions to Constitution

The Charity and Company Secretary briefly introduced the paper, noting that the NISC intends further to review the Constitution in the near future when the report on TSA's Governance Review has been published.

The Board:

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

20. UKCC, UKYC, Chief Executive and Chair's Reports against annual objectives

The Board

- **NOTED** the four reports.

The Chief Executive highlighted:

- Jack Maxton attended the PMG meeting on 14 September and, as a result of his background both as part of the UKCC Team and professionally, gave invaluable insight to PMG's processes. As a result, the PMG members would like to appoint Jack as an additional member. The Board **APPROVED** a revision to PMG's terms of reference to allow PMG to co-opt additional members.
- A 'National Volunteers and Staff Working Together Policy' had been developed which outlines clear expectations for ways of working between national staff and volunteers. This was agreed by SSR and has subsequently been agreed by the UKCC team with some minor amendments which will be reported back to SSR, so the policy is now live.
- Step Up to Serve have received confirmation that they have secured £40m for organisations like The Scout Association to increase the number of youth social action opportunities. The funding is likely to be restricted to England only and is being announced in November. In addition a further £40m will be announced by the Government to invest in local organisations which may benefit counties as opposed to UKHQ. (This is the Youth Social Investment fund with grants on offer of between £50-£250k).
- The Association has supported the submission of a £33m bid for LIBOR money for the Youth United Foundation. If successful this would bring in considerable investment.

21. Finance Review

The Treasurer briefly introduced the paper which summarised the key issues discussed at the Finance Committee at its meeting on the 8 September. He highlighted:

- An update on progress in evaluating options to address the Defined Benefit Pension Scheme deficit will be brought to the November 2016 Finance Committee and thereafter to the Pension Scheme trustees and this Board.

AP6: Charity and Company Secretary to note on the Board forward planner for December 2016 / March 2017- Defined Benefit Pensions Scheme update

22. 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 to 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 1.4 as follows:

Score of 1x14

Score of 2x13

Score of 3x0

Score of 4 or 5 – Zero

Several Trustees commented favourably on the timeliness and quality of the pre-meeting papers and the flexibility and pace of the meeting.

23-28 Starred Items

The starred items (other than the Portfolio, programme and project report) were taken as read without discussion.

Minutes L McDonald 04/10/2016

Signed as a true and accurate record of the meeting

.....Chair 03/12/16

Appendix 1: Confidential Items (strictly confidential to Trustees and Senior Leadership Team (SLT))

Appendix 2: Board Committee Chairs and Composition

Key:

- I: Independent member, meaning not a member of TSA
- T: TSA Trustee
- Y: Young member – typically aged 18-24

Finance Committee

1. Gordon Boyd, Treasurer (T) - Chair
2. John Kennedy (T)
3. Gareth Davies (T)
4. Nicola Gamlen (T)
5. Jack White (Y)
6. At least one more Y - recruitment underway
7. Bernard Kinchin (I)
8. Steven Findlay (I)
9. CFO (for present, Deidre Robertson, interim CFO)

Operations Committee

1. Byron Chatburn, Chair (T)
2. Tim Kidd, UKCC
3. Hannah Kentish, UKYC
4. Mark Tarry, Deputy UKCC
5. Alex Peace-Gadsby, Chief Commissioner England
6. Graham Haddock, Chief Commissioner Scotland
7. Gareth Watson, Chief Commissioner Wales
8. Stephen Donaldson, Chief Commissioner N Ireland
9. Craig Turpie, UK Commissioner Programme
10. Debs Bainbridge, UK Commissioner Adult Support (job share)
11. Kester Sharpe, UK Commissioner Adult Support (job share)
12. Jack Maxton, International Commissioner
13. Sebastian Page (Y)
14. Vacancy – one further Y - recruitment underway
15. Nigel Hailey (T) (Risk Champion)

16. Ashley Russell (T)
17. Andrew Bollington (I)
18. Ross Maloney, Director of Scouting Operations

(Note: Frances Craven will not be a member of Operations but, as Chair of the Safeguarding Development Group, will be invited to attend those parts of the meetings relating to safeguarding. Alex Minajew, UK Commissioner for Safety, is not a member but attends as necessary to report on behalf of the Safety in Scouting Working Group.)

SSR Committee

1. Lexie Sims (T) – Chair & Risk Champion
2. Gordon Boyd (T)
3. Matt Hyde (T, Chief Executive)
4. One Y – recruitment underway
5. Chris Thompson (I)
6. Robert Teasdale (I)

Risk Committee

1. Stuart Howells (T) – Chair
2. Liz Jack (T)
3. Jane Simpson (T)
4. Emily Au (Y)
5. Matt Kettell (I)
6. Graham Smith (I)
7. James Stevenson (I)
8. CFO (for present, Deirdre Robertson)

Nominations & Governance Committee

1. Ann Limb (T) – Chair
2. Jack Bullon (T)
3. Nicola Gamlen (T)
4. Matt Hyde (T, Chief Executive)
5. John Kennedy (T)
6. Hannah Kentish (UKYC)
7. Tim Kidd (UKCC)
8. Kieron Moir (T)
9. Lexie Sims (T)