

**DRAFT /MINUTES OF A MEETING OF  
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 3 DECEMBER 2016 AT  
BADEN POWELL HOUSE**

**Trustees Present:**

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

**Staff in Attendance:**

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

**Staff Prevented:** Mark Hislop (Director of Commercial Services)

**Trustees Prevented:** Kieron Moir  
Lexie Sims (Chair of SSR Committee)

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

The Chair welcomed those present and 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.
- Finance Committee Minutes 10 November 2016.

**2. Trustees and staff prevented**

As noted above.

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

None

**5. Reflection led by Jack Bullon**

The meeting opened with a reflection on the positive impact Scouting has on young people. Jack stated that it is important that trustees remain in contact with local Scouting to understand the challenges faced and the impact trustee decisions have locally. Jack noted a challenge to the Board members to attend at least one Scout event or meeting during 2017.

The Chair supported local trustee engagement and asked whether trustees would support seeing each other's objectives for 2016/17; all trustees were in agreement.

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<sup>1</sup> Absent for item 18 and 19

**AP1: The Governance Officer will circulate electronically all individual trustee objectives to all members of the Board: December 2016.**

**6. Minutes of meeting held on 1 October 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 2016 and completed actions from October 2016 Board meeting**

The report was taken as read.

**8. Key Performance Indicators (KPIs) 2016-2017**

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

Key points included:

- The two KPIs relating to safety have revised methodology (21&22). The definition of “serious” had been clarified by the Safety in Scouting Development Group. The targets on both KPIs were set based on the previous reporting method, which was from figures taken from the annual safety report which only included incidents reported to Unity Insurance. Reporting is now taken from incidents reported to the Information Centre and therefore the figures are higher.
- There is a slight change to the method of measurement for KPI 6 “Every young person’s view influences decisions in Scouting”, there will be a survey of Youth Commissioners as part of You Shape month in February 2017 to determine if they are influencing Scouting through their roles.

The Chief Executive acknowledged that the aspiration is to measure every young person’s view, but this is not practically possible until we have centrally-held youth data. For 2017 it seemed sensible to get an understanding of whether youth commissioners were able to influence Scouting locally, in the spirit of the original KPI.

**AP3: Charity & Company Secretary to ensure that all KPIs rated as having red status are accompanied with a clear commentary which clarifies remedial actions being taken: March 2017 Board and ongoing.**

**9. Finance review**

**a-b) Chief Finance Officer Report and Defined Benefit Pension Scheme**

The interim CFO briefly introduced the papers, which were otherwise taken as read. See confidential appendix.

**c) Budget 2017/18: Trustees Briefing/Steer**

The interim CFO briefly introduced the paper, which was otherwise taken as read.

The Chief Executive noted that unrestricted fundraising income has not achieved target, largely because the Fundraising Team to its credit had decided to withdraw from a potential

sponsorship deal due to concerns re the sponsor's suitability. The Treasurer reassured the Board that the Head of Fundraising had attended the last two meetings of the Finance Committee and that members of the Committee were content with the year-end projection and targets for next year. The Finance Committee has requested that the 2016/17 target deficit must not be exceeded, despite the unrestricted fundraising shortfall.

The Board **APPROVED**

- The Finance Committee's recommendation for a breakeven budget for 2017/18.

#### **10. 2015/16 Charity Commission and OSCR Annual Returns**

The Charity and Company Secretary briefly introduced the paper, which was otherwise taken as read. The Board **APPROVED**:

- A change to our past practice so that in this Charity Commission Return and going forward all TSA's overseas branches as well as those benefitting from British Scouting Overseas will be included, recording zero expenditure.
- The content of the annual return for submission to the Charity Commission (subject to Action Point below)
- The content of the annual return for submission to OSCR

**AP4: Charity & Company Secretary to check with the International Commissioner and Team the full list of countries to be included in the Charity Commission Annual Return [COMPLETE].**

#### **10a. AGM draft Minutes**

The paper was taken as read. The Board:

- **APPROVED** the minutes of the Annual General Meeting 2016 for distribution as approved draft to members of the Council and to the wider membership via Scouting Plus and TSA's website.

#### **11. Board Development Plan 2017**

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

- **APPROVED** the Board Development Plan 2017/18 with the addition of a collective trustee finance development session.

**AP5: Charity & Company Secretary to review how best to provide finance training to trustees in 2017: January 2017.**

**AP6: Charity & Company Secretary to consider the most effective way to share the Board development session material with the wider Movement: January 2017.**

**AP7: Governance Officer to emails slides from 2016 finance session to new trustees and, in future, when booking meeting accommodation, advise of other trustees staying in the same hotel, to assist with relationship building: December 2016, ongoing.**

**Agenda item 12 is strictly confidential to Trustees and Senior Leadership Team (SLT) and Minutes are recorded separately in Appendix 1.**

#### **13. Corporate Risk Register and Templates for Board-Owned Risks**

The Chair of the Risk Committee reported highlights from the November Risk Committee meeting:

- The Risk Committee is continuing with “deep dives” of the risks owned by each Committee. Substantial progress has been made in the way the risks are being managed. Areas to be addressed over the next year are: inclusion of completion dates and owners for all actions/mitigations; honing early warning measures; work to confirm the appropriate method of calculation of overall risk score and RAG status.
- Four specific outputs from the Risk Committee were for further consideration to be given to:
  - Asset management framework
  - safety plan: see tabled paper.
  - How to benchmark the appropriate tolerance level for safety incidents.
  - Incidents which happen during unsupervised or free time.

**AP10: Chair of Operations Committee and Director of Scouting Operations to feedback to the Operations Committee with a view to consideration being given to the development of a longer term safety plan, through the Chair of the Safety in Scouting Development Group, that incorporates a minimum of 6 months’ data in order to establish trends and actions.**

The Board **APPROVED**

- The splitting of risk ref 8 (succession planning) into two risks
- The content of the three Board-owned risk templates
- The current TSA risk profile as evidenced by the Corporate Risk Register

The Chair thanked Stuart Howells and other members of the Risk Committee for the considerable improvement to the Association’s Risk Management processes.

**14. Work on Valued, Empowered and Proud Key Indicators**

The Board

- **NOTED** the report.

**15. Development of 2018-23 Strategy**

The Board

- **NOTED** the report.

**Agenda item 16: see Appendix 1.**

**17. Report against annual objectives from UK Chief Commissioner, UK Youth Commissioner, Chief Executive and the Chair**

The Board

- **NOTED** the four reports.

In response to a question re some key volunteer line managers reporting that the scale of the role can feel overwhelming, the UK Chief Commissioner noted that the Volunteering team are undertaking a review of the ways in which we can provide more expert local support for activities that volunteer line managers are required to undertake.

The UK Youth Commissioner highlighted:

- Youth shaped Scouting strategy had been converted into a number of projects to be overseen by the PMG.
- Jay Thompson, Deputy UK Youth Commissioner has secured a new role in Scouting as the Deputy Programme Commissioner. Jay will continue in his current role until the completion of the YouShape Month project.
- Formal agreement has been reached with the UK Chief Commissioner for a one year extension of her role as UK Youth Commissioner to Reunion/AGM 2018.

The Chief Executive highlighted in particular that the employee pay and benefits consultation commenced on 6 October and is due to conclude next week. The process has been exceptionally well managed by the Head of People and her team.

The Chair was delighted to highlight that the Association's community impact project, A Million Hands, had won 'Cross-Sector Partnership of the Year' at the 2016 Charity Times Awards, which recognise leadership and professionalism in the charity sector.

In addition, the Chair highlighted:

- Her attendance at the Executive Committee workshop, which received very positive feedback from participants;
- The desirability of greater visibility of the Trustees, in a coordinated way, during 2017 and beyond as part of the Governance programme.

**AP13: Charity & Company Secretary to circulate the details of the 2017 Executive Committee workshop to local Scouting as soon as possible.**

#### **18. Portfolio, Programme and Project management**

The paper was taken as read. It was noted that SLT and Team UK will review scheduling of 2017/18 Programmes/Projects in light of available resources and budget and will bring a recommendation to Operations Committee and PMG in February.

**AP14: Charity and Company Secretary to circulate the dashboard to Board asap and, in due course, a summary of the key points of each programme/project on the Plan: December 2016, January/February 2017.**

#### **19. Feedback**

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 1.7 as follows:

Score of 1x5

Score of 2x14

Score of 3x 0

Score of 4 or 5 – 0

Several Trustees commented favourably on the structure of the agenda and the balance of debate and focus throughout the meeting.

**20-28.Starred Items**

The starred items (other than the portfolio, programme and project report and the Charity Governance Code – see below) were taken as read without discussion.

The Chair made reference to the new Charity Governance Code and advised the Board that the Association will be providing a response to the consultation.

**AP15: Charity & Company Secretary to note Charity and Governance Code on the forward planner for the Nominations and Governance Committee February 2017 meeting.**

A proposed change to the structure of Council is being surveyed with all Council members and with County Youth Commissioners (and equivalents in the Nations). Outcomes will be submitted to the Nominations and Governance Committee in February 2017, with the aspiration that any changes are agreed by Council at the 2017 AGM to allow necessary changes to the Byelaws.

**AP16: Trustees are encouraged to respond to the online survey; Charity & Company Secretary to note Governance Review/NYR Review on the forward planner for the Nominations and Governance Committee February 2017 meeting.**

The Chair gave special thanks to Deirdre Robertson interim CFO as this was her last Board meeting.

The meeting was followed by a brief Trustee-only session.

Minutes L McDonald

Signed as a true and accurate record of the meeting.

.....Chair 18 March 2017