

**DRAFT MINUTES OF A MEETING OF
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 15 JULY 2017
AT BADEN POWELL HOUSE**

Trustees Present:

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

In Attendance:

Liam Burns¹ (Head of Policy, Strategy and Innovation)
Margaret Giles (Governance and Planning Manager)
David Hamilton (Director of Communications)
Mark Hislop (Director of Commercial)
Ross Maloney (Chief Operating Officer)
Moray MacDonald² (Chair Scottish Board)
Lisa McDonald (Governance Officer; Minutes)
Frankie Smith (Deputy UK Youth Commissioner)
Yvonne Smithers (Chief Financial Officer)
Kiron Griffin (County Youth Commissioner, Derbyshire)

Trustees Prevented:

Ann Limb
Liz Jack
Hannah Kentish (UK Youth Commissioner - UKYC)
Colin Lammey

1. Welcome, introductions and Good Governance Code

The Chief Executive advised the Board that Ann Limb had recently been in hospital and was therefore unable to attend and Chair the meeting. Trustees sent their well wishes to Ann for a very speedy recovery. In the absence of the Chair, it was noted a Bye Law required (Bye Law 30ii) Trustees to elect a Chair for the meeting. The Chief Executive proposed that Stuart Howells chair the meeting, Trustees unanimously agreed with the proposal.

The Chair thanked the Board and welcomed all to the meeting, especially Frankie Smith, Deputy UK Youth Commissioner and Kiron Griffin, County Youth Commissioner from Derbyshire who had been invited by Ann Limb to attend as observers.

¹ Attended the meeting for item 10

² Attendance via Skype Call for Item 16

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.

The Chair advised the Board that there have been a range of comments from Trustees regarding the Framework for Overseas Constitutions (agenda item 17) that would require some re-drafting of the draft constitution as presented and at this late stage it would be unhelpful to make those changes and present Trustees with a revised draft. The plan is to work on this over the next few months and for it to come back to the Board at its October 2017 meeting, with the International Commissioner coming to present the paper. The paper was therefore withdrawn. The Board was content with this approach.

AP1: Governance Officer to note on the Board forward planner for the October 2017 meeting - Framework for Overseas Constitutions.

The Chair highlighted that the minutes from the Nations Board meetings have been incorporated into the Board paperwork for information.

AP2: Trustees to feed back to the Governance Officer whether the Nations Board minutes were useful and if they would like them to continue to be circulated as part of the Board pack.

The Board were delighted to congratulate Wayne Bulpitt, Vice President of The Scout Association on receiving a CBE in the Queen's Birthday Honours, for his service to young people in the Scout Movement. A letter of congratulations had been sent to Wayne and those other Members of the Movement who were honored for their service to Scouting and/or the community.

Members of the Board noted that 20 September was the proposed date for additional Trustee Finance training. The training will be tailored to Trustees requirements.

AP3: Trustees who would like to attend the session to contact the Governance Officer along with any specific areas they would like to focus on.

2. Trustees Prevented

As above.

3. Declaration of any conflicts of interest

John Kennedy: Item 16 Amendments to the Scouts Scotland Constitution
Gordon Boyd: Item 13 Trustee Recruitment and AGM 2017

4. Declaration of any other business

None.

5. Reflection led by Lexie Sims

The meeting opened with a reflection on responding to worry and uncertainty.

6. Minutes of the meeting held on 18 March 2017

The Board **APPROVED** the Minutes. (See confidential appendix)

7. Action report: status of actions

The report was taken as read.

8. Presentation – review of the year 2016/17

a) Final Key Performance Indicators 2016/17

The Chief Executive briefly introduced this item, which was otherwise taken as read. Key points included:

- The Chief Executive explained that this is the time to look back and review progress against the KPIs set for 2016/17 and to note other successes during an exceptional year.
- Growth: Trustees noted a very successful year with the 12th consecutive year of growth for the organisation, with the highest number of adult volunteers on record and general growth of Section Leaders.
- Supporting inclusion: Scouting is now present and sustainable in 460 of the most deprived areas. The proportion of female membership has risen from 22.5% in 2013 to 27% today.
- Youth Shaped Scouting: 137 District and County Youth Commissioners have been appointed along with a change in governance and wider training undertaken during 'youth shaped month' where progress and improvements had been made.
- Community Impact: The Scout Association was recognised as the winner of Cross-Sector Partnership of the Year at the Charity Times Awards 2016.
- Through the A Million Hands project we now have 14,000 Dementia Friends.
- Trustees were delighted to note that The Association had been long listed for Charity of the year at the Third Sector awards, the Association will know by the 25 July if we have been successfully short listed.

b) 2017 Census Deep Dive

The Board noted the report. Following a question received concerning the collection of disability data, the UK Chief Commissioner confirmed that data for 12 different areas of disability for both adults and youth members is readily available.

AP3: The UK Chief Commissioner will circulate to Trustees the Dropbox link which holds the disability data.

AP4: The Chief Operating Officer to ensure that Transgender gets added as a selection under the gender option on the census.

Following discussion the key points were noted as follows:

- A Trustee highlighted that there had been a year of decline in membership for the Explorer Scout section. In response, the UK Chief Commissioner advised that next year they are predicting figures to remain static given the analysis of the trend to date, but noted in response to this there is a proposed particular focus on the Explorer Scout Section in the new strategy.
- In response to a question raised in regards to the accuracy of the waiting list figures, the Chief Executive advised that we do ask people to declare it on the Census return.
- The UK Commissioner reported that looking at the youth membership by

region the London figures had shown years of decline apart from this year.

(See Confidential Appendix)

AP5: The Chief Operating Officer to share growth strategy and the method behind the opportunities it can deliver with Frankie Smith.

9. TSA Consolidated Annual Report and Accounts 2016/17

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

- Following the Charity Commission's advice that focuses on Charities and the economic downturn in particular the fluctuation of income, a Trustee questioned whether we should increase our reserves. It was suggested that the Association takes a risk based approach to reserves and keeps it flexible. The Treasurer reported that if the trajectory continues the main focus should be that we maintain reserves in line with the Reserves Policy and noted that we are here to fulfill our charitable purposes.

The Board:

- **APPROVED** The Scout Association's Consolidated Annual Report and Accounts 2016/17;
- **AUTHORISED** the Chair and Treasurer to sign the Annual Report and Accounts on behalf of the Board.

10. Management Letter and Letter of Representation

The Treasurer noted that the auditors (BDO) and Finance Committee had been pleased with the outcome of the audit and that the Management Letter disclosed no issues of significance. BDO made three minor recommendations to improve our processes:

1. to improve reporting of related party transactions;
2. to improve the management of legacy debtors ; and
3. to simplify our intercompany reporting.

The Board:

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

11. Key Performance Indicators 2017/18

The Chief Executive outlined the proposed revisions to the KPIs, noting that particular modifications had been made around young leaders (14-25), to assist with the measuring of the Youth Shaped strategic objective.

- Following a question raised concerning the measure for safety, the Chief Executive reported that it is difficult to identify a singular target and suggested that the Health and Safety Committee had a direct line of sight into the Board.

AP6: The Chief Financial Officer will bring a report to the October 2017 Board, outlining what the Health and Safety report to the Board could look like in the future

and the frequency for reporting for Board approval.

AP7: Chief Operating Officer to incorporate the Queen's Scout Awards into the number of top awards being achieved by young people.

- (See confidential appendix)

AP8: Chief Operating Officer to work with the Trustee with oversight of Safeguarding to identify the headline summary needed for the Board.

The Board **APPROVED:**

- The KPIs for 2017/18

12. Beyond 2018: Development of 2018-23 Strategy (including progress towards a Theory of Change for Scouting in the UK)

The Chief Executive introduced the item which was the development of 2018-2013 strategy. He explained the context as follows:

- Since the last Board meeting there has been consultation on the strategic plan for 2018-23 at Summit17, consulting staff on the emerging strategic framework, undertaking decision-maker polling and interviews regarding perceptions of Scouting and the emerging strategic framework, the drafting of a proposed first draft and subsequent consultation with Team UK, County Commissioners and Nations lead staff members. The final draft of the strategic plan will be presented to the Board for approval in January 2018 and launched in April 2018.

The Chief Executive gave a presentation (copy available on request) on the content of the Strategic Plan for 2018-23. Key points included:

a) A collaborative process

- Over 5,000 adult volunteers consulted
- Over 200 people in District/County/Area/Region roles and across the nations
- Over 6,000 young people consulted
- Members of the public and key influencers

b) By 2023 Scouting will have helped:

- bring communities closer together (social integration)
- more young people to get on in life (social mobility)
- more young people to feel better about themselves (wellbeing)
- more young people to play a full part in their communities, making a positive contribution to society (civic participation)

c) By 2023 we will have:

- 50,000 more young people aged 6-18 in Scouting
- 10,000 more section leaders
- 10,000 more Young Leaders
- Started Scouting in new settings reaching young people who could benefit most
- At least 250,000 young people each year making a positive impact in their community
- At least 250,000 young people each year shaping their Scouting experience

d) Our vision

- By 2023 we will prepare better futures by equipping 510,000 young people with skills for life (character, practical and employability skills). They will be enjoy better wellbeing and play a full part in their communities.

e) Our Pillars – focus will be on three pillars of work:

- Programme, People, Perception

Programme:

Supporting delivery of a quality programme

- Major digital investment to aid programme planning
- Readymade programmes 'off the shelf'
- Digital tools to help keep track of Scouting's progress, to capture and measure impact
- Focus on developing amazing section leaders with practical Scouting skills

Review the offer for 14-25 year olds

- Review provision for 14-25 year olds, ensuring continued support for Young Leaders
- Ensure clearer links to employability skills and support for 14-18 year olds to articulate these
- Explorer partnerships that enhance the programme including DoE, Curriculum for Excellence in Scotland and NCS in England

People:

Improve the volunteer journey:

- Transform adult recruitment
- Make training simpler using digital tools to enhance the experience
- Clearer, more accessible self-service online member resources and information

Extend our reach:

- Explore early years provision (under 6)
- Extend Scouting in schools, enabling us to deliver Scouting to more young people of different backgrounds
- Reach more underrepresented communities
- Improve the joining process for young people

Perception

Transforming our image:

- Brand review focusing on Skills for Life, helping people better understand the benefits of Scouting
- Provide tools and resources to increase local awareness and engagement
- Uniform review by 2023 (starting with Explorers) to ensure it remains relevant and inclusive

What will continue:

- Focus on safeguarding
- Digital improvement
- Governance with a focus on Code of Good Governance
- A Million Hands with new issues and new partners
- Key events including World Scout Jamborees
- Staff development, Investors in People Gold and Platinum

Next steps

- Research and consultation briefings available now on www.scouts.org.uk/beyond2018
- Draft strategic plan, alongside consultation guide and resources made available for CC/DC use on 7 August

- DC's (or CC's) to hold consultation meetings or their own Summit17 local event in September/October to gather feedback from volunteers
- Scotland will be running a separate consultation and should refer to SHQ on next steps
- The feedback gathered should be submitted via an online form following the meeting or event
- The Board will review the feedback and a final draft of the plan will be approved in January 2018
- A new strategic plan will be launched in spring 2018
- Those above to: Schedule a meeting (at least 1 hour) or your own Summit17 local event (half day, or evening or full day) to give volunteers the opportunity to contribute their views on the proposed plan

In response to questions raised, the Chief Executive explained that the Portfolio Management Group (PMG) considered how programmes of work will be devised including an assessment of costings and resources. The Director of Commercial Services will be assessing income growth across the commercial areas over the next five years including disposals and reviewing the balance sheet with the CFO.

- Some concern was noted in regards to the evaluation under Society sounding too political in particular "Nationally, we will have a strong voice on issues that affect young people". In response the Chief Executive noted that this was not the intention. The Head of Policy, Strategy and Innovation advised that this could be amended to become more focused on empowering young people to have a voice on various matters.
- There was some discussion in regards to how the strategy is rolled out to local volunteers, noting some concern that leaders may feel overwhelmed. In response, the Chief Executive explained that we would be considering this in the coming months but that we would make that clear in the plan.
- A Trustee welcomed the need for real focus on the programme and adult journey.
- There was some discussion in regards to the differing language around uniform and the impact that could potentially have on the uniform sales. The following wording will be used "We will undertake a review by 2023 to ensure we have a uniform that is relevant".
- A comment was made in regards to the decrease in 11 year olds, due to the focus on 14 year olds and upwards transition, it was advised that we should not let the transition into the section drop off the radar. In response, the Chief Executive explained that if we develop high quality content in the programme it will impact every section and ultimately support the achievement of top awards. Also we are focusing on the Scout section during 2017-2018.
- There was some discussion concerning support to Counties, Districts, and Groups who have just started to adopt 'Scouting for All'. The roll out of the new strategy and how it's going to hit locally needs particular focus. The Chief Executive explained that when Scouting for All was produced we were not explicit about how it affects different volunteers. We will make this clear in April. We have also retained the same objectives.

The Board **APPROVED:**

- The content of the draft Strategic Plan.

AP9: The Chief Executive will review the parts of the strategy taking on board comments from Trustees in particular those relating to: A Million Hands which should be broadened to include community impact; rephrasing the reference to the voice for young people; how it will be launched to the Movement being mindful of workload for volunteers; and the wording around uniform.

13. Trustee Recruitment and AGM 2017

The Governance and Planning Manager briefly introduced the paper, which was otherwise taken as read. (Having declared a conflict, Gordon Boyd left the room for the discussion and returned for agenda item 12.) Following short discussion, the Board:

- **APPROVED** the Nominations and Governance Committee's recommendation to the Council that Gordon Boyd be appointed Treasurer for a second three-year term, 2017-2020.
- **APPROVED** (newly appointed members of the Scout Association Trust Corporation) Ian MacKenzie, Deborah Morris and Paul Weeks to be recommended to the Council as Elected Members of the Council of The Scout Association.

14. 2018/19 Membership Subscription

The Board noted the report and **APPROVED**:

- The recommendation from the Senior Leadership Team and the Finance Committee that the National HQ membership is increased by £0.50 for the year from 1 April 2018 to £27.00 per youth member (£26.50 for prompt payment before 23 April 2018).

15. World Scout Conference and World Scout Youth Forum update

The Board noted the report and **APPROVED**:

- A general mandate for the delegation to vote in the best interests of the Association at the World Scout Conference.

16. Amendments to the Scouts Scotland Constitution

The Chair briefly introduced the item, explaining that Trustees had access to three papers. The original paper for approval, appendix 1 which included advice from our external lawyers, Bates Wells Braithwaite (BWB), which was sent after the papers were circulated, in order to inform the discussion at the meeting and a supplementary note from Scouts Scotland in response to the points raised by BWB.

The Chair of Scouts Scotland, Moray MacDonald explained the background to the proposed amendments to the Scouts Scotland Constitution. Key points were noted as follows:

- In 2014 the Scottish Board did a review of the Governance of Scouts Scotland, the UK Board approved the proposed changes to the Constitution of Scouts Scotland. The amended Scouts Scotland Constitution made a number of wide ranging recommendations to change the structure and operation of the Board and committees.
- The Scottish Board identified that the Council was not effectively contributing to the governance of Scouts Scotland and that it was not an active body nor representative of its membership. The Council has not attracted any meaningful youth engagement. In addition, there is a concern about the current AGM structure and surrounding programme and whether it was attractive or useful to members.

The Chair highlighted the proposals to the Board and noted the following three key areas for Trustees consideration: Bye Laws, GDPR data protection aspect and change in Council membership.

The Chief Executive gave the following brief to the Board:

1. Bye Laws: BWB advised of the potential confusion that could be caused by the historic reference to the “Constitution of Scouts Scotland” also as the “Bye Laws of the Board of Scouts Scotland” with the “Bye Laws of The Scout Association”. This is in light of the Association’s Royal Charter which states that any amendments to the Bye Laws require Privy Council approval. He suggested that this is a matter that needs further consideration by the Nominations and Governance Committee at their November 2017 meeting.
2. GDPR: The potential data protection issues highlighted by BWB associated with managing such a large amount of membership data. It was felt that we would need to consider the impact of GDPR changes regardless of the consideration of the changes to the Constitution.
3. Cost and Administration: He advised that a vast amount of thinking was needed to understand the full cost and implications and that this is not a matter for the UK Board. Notwithstanding the fundamental concern BWB had raised moving away from a representative democracy, it was explained that Districts have this model already but not at County or Country level. The Chief Executive expressed some concern in regards to the ability for one hundred Council members to propose amendments to the constitution as this could attract potential interest groups.

During discussion the following key points were noted:

- The membership of the County and District Councils is defined in POR. They can form rules within the parameters that are determined from the Royal Charter.
- There was some concern expressed that if they were to approve the change in membership other Country’s may come forward and request the same. It was indicated that this would not be a consideration for Wales as it would not be affordable and resourcing it would also be an issue – albeit a personal not Wales view as the matter had not been discussed.
- Some concern was noted from Trustees in regards to the process that was followed, in particular not having enough time to consider the information presented to them. In response the Chief Executive suggested that in future any constitutional amendments should be reviewed by the Nominations and Governance Committee before coming to the Board.
- Trustees questioned how the proposed change in membership would encourage youth engagement. The Chair of the Scottish Board explained that the proposals had gone through two meetings of the Scottish Youth Advisory Group, Board meetings, and various working groups. At the AGM event the Council in Conference workshop was made free for young people, this did not improve the attendance of Young people – it was felt that for members in Scotland as part of the membership you have membership of Council and get to vote.

The Chair invited Trustees to vote on the changes to the Scottish Constitution as follows:

To approve the amendments to the constitution for Scouts Scotland – with an amendment to Section 26, so that the clause that is in there currently that allows for one hundred members of the Council given the authority to alter the Constitution is removed.

13 x Trustees	APPROVED
2 x Trustees	AGAINST
1 x Trustees	ABSTENTION

The Board:

- **APPROVED** The amendments to the constitution for Scouts Scotland (with Section 26 re the 100 Council members being able to alter the Constitution removed).
- **AGREED** that the Nominations and Governance Committee reflect and consider the aspiration of the Scottish Board to open Council and Trustee membership to those aged over 16 rather than the current rules of over 18.
- **AGREED** that the Nominations and Governance Committee create a mechanism that will allow for the Board to have a sufficient amount of time to consider constitutional changes in the future. Following Board approval of the process, it will be shared with the Nations.

AP10: Governance Officer to note on the Nominations and Governance Committee forward planner Scottish Constitution – i) to consider the Bye Law amendments ii) the situation regarding 16 & 17 year olds as Trustees and ii) the creation of a planning mechanism for constitutional changes.

17. Framework for Overseas Constitution

This item was removed from the agenda.

Agenda item 18 is strictly confidential to Trustees and the Senior Leadership Team (SLT) and Minutes are recorded separately in Appendix 1.

19. Report against annual objectives

a) UK Chief Commissioner

The Board noted the report. The UK Chief Commissioner noted his congratulations for Father Jonathan How who had recently been awarded the Bronze Wolf by the World Scout Committee.

AP13: The Chief Executive to write a letter of congratulations to Father Jonathan How on behalf of the Board.

b) UK Youth Commissioner

The Board noted the report.

c) Chief Executive

The Board noted the report. The Chief Executive particularly noted the following:

- The Association's new partnership with the National Citizen Service (NCS) in

England will be announced this week to the Movement.

- The Chief Operating Officer referred to discussions with the Pears Foundation about them investing in Scouting through the #iwill fund. Their investment is likely to involve £300k per annum for three years to run similar initiatives to the project involving part-time staff in Avon, potentially at 3 different locations across England. In addition, the Association has requested £100k per annum for three years to invest in a strategic finding positions as well as out work on impact measurement and innovation. Pears encouraged the Association to collaborate with Girlguiding in developing these proposals and so there is a further request for £100k to invest in a shared TSA/GG staff position and associated support to encourage learning between the two organisations.

(See confidential appendix)

Trustees commended The Association's response to the tragic events that happened in Manchester, London Bridge and more recently Grenfell Tower.

d) Chair

The Board noted the report. Trustees were reminded to complete their self-assessment of objectives and Board effectiveness survey and return to the Governance Officer no later than 31 August 2017.

20. Digital Update

The Chief Operating Officer provided Trustees with an update on the Association's digital work area. (See confidential appendix)

21. 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".

Score of 1x7

Score of 2x16

Score of 3x0

Score of 4 or 5 – zero

Several Trustees commented positively on the quality of debate. Others commented that they felt that there had not been sufficient time to consider the amendments to the Scottish Constitution. It was noted that this would be improved by such matters going to the Nominations and Governance Committee first.

When preparing for Trustee development sessions, where possible Trustees should be utilised for their skills.

The Chair advised the Board that Fi Durrant and Colin Lammey will step down as Trustees at this year's AGM and thanked them for their service to the Board. In addition, he wished Ashley Russell and Nigel Hailey well in the forthcoming Trustee elections. Gordon Boyd was wished well for a positive outcome by Council at the AGM. Formal Thank You's will be at the AGM.

22-33 Starred items

The starred items were taken as read without discussion.