

**DRAFT MINUTES OF A MEETING OF
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 7 OCTOBER 2017
AT GILWELL PARK**

Trustees Present:	Ann Limb (Chair)	Hannah Kentish (UK Youth Commissioner - UKYC)
	David Branagh	Tim Kidd (UK Chief Commissioner - UKCC)
	Gordon Boyd (Treasurer)	John Kennedy
	Jack Bullon	Kieron Moir
	Byron Chatburn (Chair of Operations Committee)	Matt Mills
	Frances Craven	Ashley Russell
	Gareth Davies	Lexie Sims
	Nicola Gamlen	(Chair of SSR Committee)
	Susan Harris	Matt Hyde (Chief Executive)
	Stuart Howells (Chair of Risk Committee)	
	Jane Simpson	

In Attendance:

Liam Burns (Head of Policy, Strategy and Innovation)
Jack Caine (County Commissioner -Greater London North)
David Hamilton (Director of Communications)
Mark Hislop (Director of Commercial Services)
Ross Maloney (Chief Operating Officer)
Lisa McDonald (Governance Officer; Minutes)
Yvonne Smithers (Chief Financial Officer)
Bernadette Wallis (Company Secretary)

Trustees Prevented: Liz Jack

1. Welcome, introductions and Good Governance Code

The Chair welcomed all to the meeting. Her warm welcome was extended to the three newly elected trustees; to Bernadette Wallis who was attending her first meeting as Company Secretary, and Jack Caine from Greater London North who was attending as an observer.

Trustee 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.

1a. (Strictly confidential to Trustees and the Senior Leadership Team (SLT) and Minutes are recorded separately in Appendix 1.)

2. Trustees prevented

As above.

3. Declaration of any conflicts of interest

Gareth Davies: Item 10c, Paper No. 06c Council Membership – National Commissioners and National Boards as he is Deputy Chief Commissioner for Wales.

4. Declaration of any other business

1a as above.

5. Reflection led by John Kennedy

The meeting was opened with a reflection on collaboration and working together.

6. Minutes of meeting held on 15 July 2017

The Board **APPROVED** the Minutes, including the private minutes, subject to the following amendment being made to item 6 – Option 1: “A maximum of 15 trustees all either ex-officio or selected via an appointment process but approved by Council. The total number (5) of “adult” Scouting trustees will include representation from each of the nations”.

7. Action report: status of actions

The report was taken as read.

8. Key Performance Indicators 2017/18: report to end-July

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

- The Chief Executive explained that the perception measures were positive. In order to have consistency in surveying, the impact measurement framework of the key indicators for the membership (members feel empowered/valued and proud) will be collectively measured in March 2018.
- The July meeting of the Board had noted that the Queen Scouts Award had not been included in this KPI. The Chief Executive advised a KPI for this had been added, but no target agreed as yet. It was explained that a number of the indicators are reported annually and it is difficult to see progress throughout the year. The Portfolio Plan includes timeline, scope and budget with the Operational Plan having the same method. The CEO said that the measurement of success for some indicators had been challenging with the current system and lack of data. Vetting Disclosure (and other) KPIs are monitored on a weekly basis but some KPIs are more difficult to measure. The CEO added that we want to get to a point where the data is excellent so that we can track progress throughout the year.
- The Board asked for the number of safety related incidents to be included in the Board safety report.
- In response to a question raised relating to Item 33/34 “staff and volunteers working together” the Chief Executive clarified that the targets are taken from baseline data. The UK Chief Commissioner advised Members that a training module on how we work together has been put in place for HQ volunteers and every member of staff in the Scouting Operations Directorate will be asked to complete this.

AP3: Company Secretary to incorporate Staff and Volunteers working together into the Board Development Plan as a session – which should include the formal complaints process.

9. British Scouting Overseas and The Scout Association’s Electoral Colleges

The Board **APPROVED**:

- The Nomination and Governance Committee's recommendation that British Scouting Overseas should be part of the England South Electoral College for the purpose of the Bye-Laws.

10. Governance Decisions referred by the Nominations and Governance Committee

The Chair proposed phasing the process for Trustee Appraisal, Board Effectiveness and Objective Setting for 2018 and thereafter as follows:

- Board effectiveness questionnaire – circulated to trustees on 1 July
- Trustee Appraisal – circulated to trustees on 1 August
- Objective Setting – circulated 1 September

The Board was content with this approach.

a) Board Effectiveness Self – Assessment Questionnaire for 2017

The Chair advised trustees that the Board effectiveness questionnaire will be adapted so that Board Committees review their effectiveness in future.

Trustees were asked to send their completed objectives for 2017/18 to the Governance Officer by the end of October.

A trustee questioned whether an action plan is prepared as a result of the Board effectiveness survey. In response the Chief Executive advised that the salient points should be drawn out for consideration by the Governance Team. The following points for consideration were noted as follows:

- Lack of participation by some trustees;
- Board to receive more information between meetings
- Trustee visibility at local and national events.

AP4: Governance Officer to chase for any outstanding 2017/18 Trustee objectives.

AP5: Company Secretary to consider an action plan in response to the three salient points that had been extracted from the Board Effectiveness survey as noted above.

b) Committee Composition

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

The Board **APPROVED** the recommendations from the Nominations and Governance Committee as follows:

Committee Chairs

- That the following be appointed Committee Chairs:
- Lexie Sims as Chair of SSR (2017-18 as first term of office ends in September 2018)
- Gordon Boyd as Chair of Finance (2017-2020 as Gordon has been re-appointed for a three year term)
- Byron Chatburn as Chair of Operations (2017-18 as his term of office ends September 2018)
- Stuart Howells as Chair of Risk (2017-18)

- Ashley Russell as Chair of Headquarters Appointments Committee

Vice Chair

- The appointment of a Vice Chair and that Stuart Howells be appointed to this role. It was suggested that the Nominations and Governance Committee consider the responsibilities of the Vice Chair. It was also **AGREED** that Stuart Howells becomes a member of the Nominations and Governance Committee. It was noted that this would take the membership over the maximum allowed according to its terms of reference. This needed consideration by the Nominations and Governance Committee.

AP6: Company Secretary to add two items to the Nominations and Governance agenda for November: Responsibilities of the Vice Chair and Committee Membership.

Safeguarding Committee

- The Safeguarding Development Group be re-designated the Safeguarding Committee with Frances Craven to Chair, and that it reports directly to the Board, rather than through the Operations Committee. The POR would be amended accordingly.

Committee Composition

- The Composition of sub-committees - **see appendix 2.**

The need for a young member on the Finance Committee was noted. It was also highlighted that a succession plan was needed for the Chair of Operations as Byron's term of office ends next year.

AP7: Company Secretary to liaise with the Chair of Finance in relation to the recruitment to the youth member vacancy on the Finance Committee. Also to consider succession for the Chair of the Operations Committee.

Some corrections to the circulated paper were noted, following the amendments being made the Chair asked that it be re-circulated to the Board.

AP8: Company Secretary to make the necessary amends and re-circulate the Committee Composition paper.

c) Council Membership – National Commissioners and National Boards

The Board **DESIGNATED** the following as National Commissioners:

- a) Deputy UK Chief Commissioners
- b) UK Commissioner for Adult Support
- c) UK Commissioner for Programme
- d) UK Commissioner for Safety
- e) UK Youth Commissioner
- f) Deputy UK Youth Commissioners
- g) Regional Commissioners (England)
- h) Deputy Chief Commissioners (where appropriate in England, Northern Ireland, Scotland and Wales)

The Board **DESIGNATED** the following as National Boards for the purposes of the Bye-Laws

- a) Scout Shops Ltd
- b) World Scout Shops Ltd
- c) Scout Insurance Guernsey
- d) Scout Insurance Services
- e) Scout Services Ltd

11. (Strictly confidential to Trustees and the Senior Leadership Team (SLT) and Minutes are recorded separately in Appendix 1.)

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13. Beyond 2018: Development of 2018-23 Strategy

The Head of Policy, Strategy and Innovation gave a presentation to the Board on the Impact Measurement and a Theory of Change for Scouting. The following key points were noted following discussion:

Impact Measurement Framework

- The Board noted that Skills for Life and the value of belonging should be explicitly referenced. The Board believed this would add value. It was thought that belonging fits well under wellbeing.
- The Board noted the importance of recognition for adult leaders.

Theory of Change

- Coaching/mentoring/programme resources and administrative tools – the Board asked that the word “administrative” be removed.

There was strong support for the work on Theory of Change and Impact Measurement.

A fully developed Impact Measurement Framework will be brought to the January Board, with the intention that this would become operational in March 2018.

AP10: Governance Officer to share with Trustees the presentation slides.

14. Communications Strategy: Update on Progress

The Director of Communications briefly introduced the paper, which was otherwise taken as read. The Board noted the positive progress of communications over the past two years; improving the perception of Scouting, engaging the public in TSA’s work while supporting the movement with tools and resources. Key highlights were noted as follows:

- A new Communications Strategy *Skills for Life* developed based on comprehensive research and evidence and approved by the Board
- Major improvements in team culture, ways of working and talent development
- Trust in Scouting has improved by 5% following a three year decline
- The public’s perception that Scouting is open to people from all backgrounds has improved by 10%, exceeding our *Scouting for All* strategic target

- Public perception of Scouting's relevance has increased by 4%, following decline and stagnation
- Awareness that Scouting is open to girls increases by 5%
- Record levels of media coverage and social media engagement
- New and innovative communications developed and tested
- A reinvigorated Ambassador Scheme is raising awareness of Scouting
- The most significant review of the Scout brand for 17 years is well underway

15. Overview of Health and Safety at The Scout Association

The Chief Financial Officer introduced the paper which set out the operational arrangements in place for the management of health and safety within the Association.

- During discussion concern was expressed that an annual report to the Board may not be sufficient. It was agreed that in the short term reporting should be to every Board meeting, then every 6 months thereafter when trustees are reassured.
- Trustees asked for the health and safety issues for Lancing/Regional Development Team, staff at Gilwell Park and all activity Centres to be incorporated into the report.
- It was clarified that when we refer to TSA HQ this includes all TSA HQ sites including subsidiaries.
- It was suggested that the health and safety ambition/benchmarking and feedback and learning needed to be incorporated into future reporting.
- The Board would welcome trending data in the report which explains how we can improve – it was felt that the report lacked transparent data. In response the Chief Executive explained that the Health and Safety Committee carry out detailed monitoring of the data but it is important for the Board to establish how it wished to see this data presented.
- A suggestion was made that a report could be built up from the occupational health report. It was explained this data is available and goes to the staff Health and Safety Committee.
- A question was raised about health and safety support given locally to County/District executives, and the financial liabilities if a health and safety related matter went to court. It was explained that as separate charities, the County/District executives have legal responsibility, there is, however, a reputational risk to the whole Association. The Chief Operating Officer explained that, along with a training scheme that covers some health and safety issues, County/District Executives are offered a County Executive Workshop which gives some clarity on the discharge of responsibilities.

AP11: Chief Financial Officer to sense check with Jane Simpson the content of the Health and Safety Board report.

16. Annual Safety Report for the Movement

The Chief Operating Officer briefly introduced the paper, which was otherwise taken as read.

- In terms of where there had been an increase in categories of incidents, there are two areas: campsites/activity centres and incidents during free-time and unsupervised play. The Safety in Scouting Development Group (SISDG) had presented an action plan to address issues to the Operations Committee and this had been approved.
- The Chief Operating Officer explained that he was working with the UK Chief Commissioner to consider the structure and support given to the SISDG and how it is

resourced in terms of staff support.

- The Board asked for analyses of trends for the number of reported accidents.
- Until reassurance is given, trustees asked that this item be a standing item on every Board agenda.
- A suggestion was made that the terminology used in the report, namely the use of the words “serious incident”, needed to be amended to avoid any confusion with issues that may not need Charity Commission reporting.

AP12: Chief Financial Officer and Chief Operating Officer to work on the commonality of formatting for the safety reports to the Board.

AP13: The Safety in Scouting Development Group to consider the terminology used in the report, namely the use of words such as “serious incident”.

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

The Board:

- **NOTED** the reports.

20 (Strictly confidential to Trustees and the Senior Leadership Team (SLT) and Minutes are recorded separately in Appendix 1.)

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”.

Trustees

Score of 1x12

Score of 2x8

Score of 3x0

Score of 4-5x0

Staff

Score of 1x4

Score of 2x2

Score of 3x0

Score of 4-5x0

Trustees commented favourably on the timeliness and quality of the pre-meeting paperwork.

22-33 Starred Items

All starred items were taken as read without discussion, except item 22 Board Monitoring. A trustee questioned the value of the complaints reporting given that what is included is likely to be a very small proportion of total complaints and, therefore, may be potentially misleading. It was noted that the Scouts Scotland Board is looking at whether there should be a more formal support mechanism for local managers dealing with complaints.

The UK Chief Commissioner explained that complaints are being worked through by Amir Cheema and Adult Support to find pools of people to support complaints locally. In terms of the reporting mechanism, a few years ago a consideration was given to every complaint being logged and looked at. If we are able to report in a sensible way in future UK wide we could look at it but he suggested that this was not for now. Looking at County Commissioners' expectations and trends/resource and how we get there he agrees is an interesting question.

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