

**DRAFT MINUTES OF A MEETING OF
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 13 JANUARY 2018
AT BADEN POWELL HOUSE**

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

Staff in Attendance: ¹Liam Burns (Head of Policy, Strategy and
Innovation)
²Stuart Carter (Safety in Scouting Co-ordinator)
Margaret Giles (Company Secretary)
David Hamilton (Director of Communications)
Mark Hislop (Director of Commercial Services)
Lisa McDonald (Governance Officer; Minutes)
³Helen Murray (Chief Digital Officer)
⁴Dan Woodhouse (Operations Development
Manager (Adventure Centres))

Trustees Prevented: Gordon Boyd (Treasurer)
Jane Simpson

Staff Prevented: Ross Maloney (Chief Operating Officer)
Yvonne Smithers (Chief Financial Officer)

1. Welcome, introductions and Good Governance Code

The Chair welcomed all to the meeting and congratulated Margaret Giles on her recent appointment as Company Secretary. Members were advised of a slight change in agenda in order to accommodate a member of staff who was attending the meeting via Skype.

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.

¹ Attendance by Skype for Items 9 &12

² Attended for item 16

³ Attended for item 17

⁴ Attended for item 16

2. Trustees Prevented

As above.

3. Declaration of any conflicts of interest

Matt Mills: Item 19, Paper No. 17 report against annual objectives from Chief Executive.

Ann Limb: Item 15, Paper No. 10 Budget Envelope.

4. Declaration of any other business

a) Legacy

The Company Secretary explained that a legacy of £20,000 had been left to the Association. The bereaved family had requested that TSA consider allocating the full amount to a specific District, as they believed this was the initial intention, but this request had been omitted from the will. If the Board wish to fulfill the family's wishes then TSA would be bound by the Charity Commission's guidelines and an application to them to give away funds donated to us would need to be completed.

AP1: Director of Commercial to check the Legacy guidelines on the Association's website to make sure they can be clearly understood.

Following brief discussion the Board **AGREED:**

- To firstly establish if the principle of the legacy being passed on to the district (even though this is not specified in the will) is accepted by the Charity Commission.
- That the Chief Executive write to the family to explain that the Association is bound by governance and therefore it is necessary to follow the Charity Commission's guidelines, and that we are seeking approval for the legacy to be passed to the district.
- When a decision is made, and if it is favorable, it will come back to the Board to agree the amount to be passed to the District.

b) Size and Composition of The Scout Association Board of Trustees

The Board Size and Composition consultation will close on the 19 January 2018. The Company Secretary explained in summary the feedback received to date:

i) **To reduce the size of the Board from 20 to 15** – There was strong agreement that the Board should be reduced in size. In some cases it was thought that 15 Board members was still too large.

ii.) **Do you agree with the principle that all trustees are either ex officio or appointed by the Council against objective skills-based criteria?** - There was some feedback that some form of elected roles should remain.

iii) **Do you agree with the principle that the Board should include Trustees from each of England, Scotland, Wales and Northern Ireland?** – There was strong agreement that Trustee representation for the Nations should be retained, however there were differing

views on how this should be achieved.

iv) **Do you agree with the principle of achieving as much youth representation (18-24 year olds) on the Board as is possible given the need to ensure the right skill mix?**

- There was strong agreement that youth involvement is vital and must be a key component, but only not to the detriment of skill mix.

5) **Compositions of the Board** – There was a split view of the proposed A & B composition and a third option would be welcomed.

During discussion Members noted the need for positive engagement with Council Members throughout the process. In response to a question raised concerning next steps, it was explained that an analysis of the feedback from the consultation will be presented to the Nominations and Governance Committee at their meeting in February 2018, and a decision will be made about timescales and how to proceed. A recommendation from the Nominations and Governance Committee along with a full communications plan will be presented to the Board in March 2018.

AP2: Governance Officer to note size and Composition of TSA Board on the Nominations and Governance Committee forward planner for February 2018 and the Board forward planner for March.

- The Chief Executive explained that when considering the timeline we needed to be mindful of other work streams from a capacity point of view.
- Trustees were encouraged when interacting with local Scouting, that they re-iterate the clear rationale for the change to the Board size and composition.

5. Reflection led by Matt Mills

The meeting was opened with a reflection on a valuable lesson for a happier life.

6. Minutes of meeting held on 7 October 2017

The Board **APPROVED** the Minutes, including the private minute, and the Chair signed them as an accurate record of the meeting.

7. Action report: status of actions

The report was taken as read. The following updates were given:

- **9.2 Governance Report:** Elected members of the Council will be reviewed by the Policy Team with the 2018-23 Strategy is in place. **Action carried forward.**
- **AP2:** It was noted that the inclusion of the Nations' Minutes in the Board pack was seen by trustees as useful, and will therefore will continue to be included. **Action closed.**
- **AP7:** Jack Bullon had agreed to fill the trustee (18-24) vacancy on the Finance Committee. **Action closed.**

8. Key Performance Indicators

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

- The Chief Executive explained that as we go into the next Strategy, work will begin

- on the indicators for Q1, which will come back for approval in July.
- The Chief Executive referred to the pre submitted questions, concerning A Million Hands and explained that a closure report will be produced and presented to the Portfolio Management Group (PMG). The report will include lessons learned and closing feedback. Trustees noted A Million Hands as a big success story for our external reputation. It was explained that data on success has not been easy to identify but this will be picked up through the Theory of Change/Impact Measurement Framework.
- Employee Engagement – Some concern was raised at the previous Staffing, Salary and Remuneration Committee that the 5 point scale used for the staff survey gave erratic results, members of that Committee agreed to go back to a 4 point scale which will be reintroduced for next year.
- Of the initial target of 200 the actual number of sections opened in deprived communities from April 2014-December 2017 is 648. The final number will be published at the end of the year.
- There was a request for commentary to be included for red and amber RAG status indicators, which explains the actions that are being taken. It was agreed that it would be helpful for the actions and key highlights to be kept separate from the main dashboard.
- ***(Strictly confidential to Trustees and the Senior Leadership Team (SLT) and Minutes are recorded separately in Appendix 1)***
- During a discussion in regards to Health and Safety related trends, there was a suggestion that this could be better reported separately, whilst still relating to some of the KPIs. Trustees remembered the 'Board Assurance pack' that had previously been prepared, which could be used for this type of reporting.
- Line 29 – A question was raised in regards to the RAG status of the indicator. The Director of Commercial Services explained that Unity's premiums come in the last quarter as well as fundraising, but agreed that some explanatory notes should be inserted.

AP2: Governance Officer to check that the number of sections opened in new wards (648) is correct as reported.

AP3: Company Secretary to liaise with Matt Mills and Stuart Howells on the level of detail necessary for the Board Assurance Pack.

AP4: Commercial Director to insert some explanatory notes to KPI 29.

9. Beyond 2018: Development of 2018-23 Strategy, Theory of Change and Impact Measurement Framework

The Chief Executive introduced the paper, which outlined progress made to create a new Strategic Plan for 2018-23, as well as a Theory of Change for Scouting and an Impact Measurement Framework. The following was noted:

- The Board noted the excellent consultation process and Summit17 being key to the strategic planning process. Great feedback had been received from local level Scouting who had participated in the consultations.
- Each programme of change is broken down and an overview of the implementation will come back to the March Board along with details about the roll out of the plan to

the whole Movement. A considerable amount of work is going into this which is being led by Mary Tarry and Ross Maloney.

- A timeline that indicates scheduling and phasing of the proposed initiatives is ongoing, taking into consideration what members have said should be a priority.
- Positive feedback had been received in regards to the engagement process, following the County Commissioners' call this week. This was noted as vital in building on the confidence of people. The first County Chairs' call will shortly be hosted, which is another communications channel.
- A trustee reflected on the 'Preparing Better Futures', plan of action and outcome description and suggested that it was not coherent in language, in particular "transform our image and review the offer for 14-25 year olds".
- Impact Framework - Caution was expressed not to have too many indicators.

The Board: **APPROVED:**

- 1) The new Strategic Plan, accepting that the wording/presentation will be amended in order to communicate the plan to different stakeholders, based on member feedback for simplification and the emerging brand position.
- 2) The Theory of Change, granting the permission to amend depending on current consultancy regarding impact measurement.

The Board **NOTED:**

- 3) The intention to implement an Impact Measurement Framework for Scouting. This will come back to the Board in March for comment.

The Board congratulated the Policy Team on their excellent work on the new Strategic Plan.

AP5: Governance Officer to note on the Board forward planner for March: Beyond 2018: Development of 2018-23 Strategy – overview of implementation and Impact Measurement Framework for Scouting.

10. Adults at Risk Policy

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

11. AGM 2017 Minutes

The Minutes of the AGM 2017 were **APPROVED**, subject to the following amendments being made:

- Remove UK Chief Commissioner as Chair on page 1
- The second last paragraph on Page 6 to start Free reserves

12. Governance for political engagement

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

13. Vice Chair of the Board: Role Description

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

- The Chair invited the Board to reflect on a pre-submitted question, which asked whether we might articulate that the role should be filled by a Scout volunteer

member of the Board. It was noted that this was not a suggestion of the Nominations and Governance Committee, and following brief discussion the Board suggested not to stipulate that the role should be filled by a Scout Volunteer.

- It was thought useful if the Vice Chair had undertaken delegated activities that an activity report be provided for the Board going forward.

The Board **APPROVED** the role description as presented for the Vice-Chair.

14. Nominations and Governance Terms of Reference

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

- The role of Regional Commissioner of Scotland is recruited through the Appointments Advisory Group in Scotland. This will be clarified by the Chair of the HQ Appointments Committee.
- The Board of Trustees **APPROVED** the changes to the Nominations and Governance Committee Terms of Reference.

15. Budget Envelope 18/19

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

16. Health and Safety for The Scout Association's Headquarters including subsidiaries

The Operations Development Manager (Adventure Centres) and the Safety in Scouting Coordinator led a presentation on the Association's operational arrangements in place for the management of Health and Safety within the Association. The following key points were noted:

There are four key areas of safety activity:

- Organisation
- Training
- Compliance
- Review

Operation

- Review the TSA Workplace H&S Policy
- Ensure adequate resource is available for compliance
- Strong positive messaging from SLT about safe practices
- Safety on the agenda for Team meetings with staff

Training

- Training for SLT about Executive Responsibilities for H&S
- Training for Line Managers about responsibilities for H&S
- Training for H&S Committee Reps
- Responsible Persons trained for legal competency
- Improve understanding of all staff about safety and make relevant to their role

Compliance

- HQ sites require Responsible Persons for specific compliance duties

- Have accurate record keeping of compliance checks, enabling safe premises – facilities management system (TABS)
- Control contractors working on HQ Sites
- Monitor and improve levels of compliance using KPIs
- Report non-compliance and have a mechanism for escalating this

Review

- Independent Audit of TSA safety culture/organisation
- Incident / Near miss data to SLT
- Regular Safety item on agenda for SLT
- Review the H&S Policy
- Regular meetings of Staff H&S Committee – 3 per year
- Ensure good feedback/discussion from staff about H&S matters
- Incident investigation & review
- Audit of all HQ Sites

The Chair referred to the pre submitted questions noting that that a Trustee had asked the Health and Safety representatives to create and implement leading indicators such a number of leadership H&S tours, potential safety risks noted and removed. This will be picked up by the Health and Safety Committee at their next meeting. Jane Simpson will attend the next Health and Safety Committee via Skype.

17. Digital update

The Chief Digital Officer led on a presentation on the Association's digital progress against the three key priorities. The following key points were noted:

Progress to date:

- Analysis of current state of play complete at high level
- Focus on understanding the legacy systems and ensuring that they continue to provide the required services whilst we look to the future
- Team changes - IT have moved under digital and some changes have happened within the structure so that there is more focus on transformation.
- Starting to develop the digital strategy and roadmap for the next 3-5 years and also thinking about what we can start to deliver in early 2018
- Getting a better understanding of total cost of ownership of tech and digital with HQ

Key deliverables over next 6 months

- Digital Vision, Strategy and roadmap – March board
- Defining approach for delivery of the transformation activity – agile, etc. - March
- Comms and engagement plan and delivery - Ongoing
- Product definition, strategy and roadmap for website / platform – January onwards
- Starting discovery activity for new website
- OSM engagement and commercial options - ongoing
- Digital blog and more intensive comms and engagement to the movement - ongoing
- Support of brand review and some rebranding activities - February onwards
- Operating model for IT and Digital Operations team – March
- Planning for Digital Day in April

In response to a question raised, concerning comparison and learnings from other NSOs, The CDO explained that New Zealand had restructured to work within the OSM model. The

team are looking at other charities who are on the same digital journey, but it is difficult to map our digital maturity against similar organisations, due to the scale of the organisation.

AP7: Governance Officer to note on the Board forward planner for March: Digital Strategy and Roadmap

18. Brand Review update

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

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

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

20. GDPR update

The Company Secretary, briefly introduced the item, which was otherwise taken as read. The following was noted:

- It was the decision of the GDPR Board to recruit a consultancy firm to support the programme. The Association is going through the tender process at the moment. The plan is for them to assist with data analysis and data mapping, in order for TSA to be GDPR compliant by May 2018.
- The data protection policy and POR changes have been written and will come to the March Board for approval. Online training will be provided for the Movement.
- It was noted that GDPR was causing some concern locally, a trustee suggested that a briefing for local Scouting on the topic would be very useful.

AP10: Governance Officer to note Data Protection Policy on the Board Forward Planner for March.

21. Board Calendar 2019

The Company Secretary explained that Scout Shops have confirmed that the next meeting has been moved to 22 March (therefore the 15 February meeting should be removed from diaries).

The proposed date for the Thanksgiving Service is the 4 November, although this had not been confirmed by Westminster Abbey.

The Board **APPROVED** the 2018 Board Calendar.

AP11: Governance Officer to liaise with the Chief Operating Officer to make sure the Operations Committee date for December works.

AP12: Governance Officer to send out calendar invites to Trustees.

22. Any other business

As above under item 4.

23. 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".

Trustees
Score of 1x15
Score of 2x1
Score of 3x0
Score of 4-5x0

Staff
Score of 1x4
Score of 2x0
Score of 3x0
Score of 4-5x0

24-35 Starred Items.

All starred items were taken as read without discussion.

DRAFT