

**DRAFT 2/MINUTES OF A MEETING OF
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 24 MARCH 2018
AT BADEN POWELL HOUSE**

Trustees Present:

Ann Limb (Chair)	Tim Kidd (UK Chief Commissioner - UKCC)
Gordon Boyd (Treasurer)	John Kennedy
David Branagh	Kieron Moir
Jack Bullon	Matt Mills
Byron Chatburn (Chair of ¹ Operations Committee)	Jane Simpson
Frances Craven (Chair of the Safeguarding Committee)	Lexie Sims (Chair of SSR)
Ashley Russell	Matt Hyde (Chief Executive)
Gareth Davies	
Nicola Gamlen	
Susan Harris	
Stuart Howells (Chair of Risk Committee)	
Liz Jack	
Hannah Kentish (UK Youth Commissioner – UKYC)	

In Attendance:

Emily Au (Assistant UK Youth Commissioner for Governance)
Liam Burns (Head of Policy, Strategy and Innovation)²
Margaret Giles (Company Secretary)
David Hamilton (Director of Communications)
Mark Hislop (Director of Commercial Services)
Ross Maloney (Chief Operating Officer)
Lisa McDonald (Governance Officer; Minutes)
Helen Murray (Chief Digital Officer)³
Jenny Smith (Inclusion Officer)⁴
Yvonne Smithers (Chief Financial Officer)⁵
Tina Wilson (Head of Safeguarding)

¹ Left the meeting at item 24

² Attended for items 9 and 11

³ Attended for item 12

⁴ Attended for item 11

⁵ Attended by telephone for item 13

1. Welcome, introductions and Good Governance Code

The Chair welcomed all to the meeting and particularly welcomed Emily Au, who was in attendance as an observer. Members were advised that Yvonne Smithers, would join the meeting via telephone for the budget item.

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.

2. Trustees prevented

None.

3. Declaration of any conflicts of interest

None.

4. Declaration of any other business

See item 23 a-c.

5. Reflection led by David Branagh

The meeting was opened with a reflection on Business Change (a film by Gerd Leonhard).

6. Minutes of meeting held on 13 January 2018

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:

- **AP5: Commercial Director to insert some explanatory notes to KPI 29:** This is ongoing, in order to review the best format in order to provide an informed overview.
- **AP7: To establish risk assessment protocols for political engagement, including a standardized approach to the involvement of the Risk Committee and the full Board.** This was discussed at the February 2018 Risk Committee and a paper will be presented to the Board in July 2018.

AP1: Governance Officer to add to the July 2018 Board agenda an item for risk assessment protocols for political engagement.

8. a) KPI update to end February (P11)

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

- The Chief Executive referred to the 2018 census figures and reported a 1% growth in

6-18 year olds, which is our 13th consecutive year of growth and also noted the positive figures representing increases in the number of volunteers, in particular Section Assistants.

- Members noted that the measures for the KPI “Members feeling Empowered/Valued and Proud” will be reported to the July 2018 Board as will the figures from the KPI “Volunteers working effectively together with staff” which is being measured by a survey.
- The Chief Executive referred to the previous request that trustees had made for commentary to be included for red and amber status and explained that this detail will be added to the KPIs next year, when we will have greater clarity as to what the KPIs will be for 2018/19.

A question was therefore raised concerning data quality assurance and whether data quality indicators needed to be implemented. The Chief Executive advised that actual performance against budget is reported to the Finance Committee.

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

- Line 31: A question was raised with regard to the progress with this KPI. The Chief Executive explained that as previously advised to the Board for the first time a 5 point scale was used for the staff survey last year which gave erratic results. The Staffing, Salary and Remuneration Committee (SSR) has agreed to go back to a 4 point scale which will be reintroduced for next year. However he explained that subsequent to the SSR discussion we were recommending adopting the Investors in People Gold Award survey which will also give benchmarked data, which is critical.
- The Chief Executive reported that following the Leadership Conference in December it was surprising to note how much work was needed to be done on the recording of SMART objectives. All managers have now been trained so this time next year there will be an improvement in their recording. Members noted the disruption in the HR team with employees leaving TSA. The Chair of the SRR Committee advised that a more permanent HR lead is needed to be in post before some of these issues are addressed.

b) Board monitoring

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

The following was noted:

- Members received the Board monitoring report which included:
 - Complaints: An update on statistics and trends for the previous quarter and for the rolling year.

Health and Safety: It was noted that when the Safety Committee is established data reporting will be incorporated into this Board monitoring report.

Charity Commission – An update on Intermediate and Periodic Serious Incident reporting to the end of February 2018. Other engagement with the Commission was also included.

- In response to questions raised regarding the definition of a third party complaint and the criteria of a complaint, the Company Secretary advised Members that a third party complaint is when someone is complaining on behalf of someone else. The criteria for recording a complaint on this report is anything that Headquarters needs to intervene in. The complaints to the Information Centre are logged separately. Members noted the resource time that is invested in responding to Complaints.

9. Beyond 2018: Development of 2018-23 Strategy

The Head of Policy, Strategy and Innovation led a presentation on the development of the 2018-23 Strategy. The following key points were noted:

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

10. A new brand for Scouting

The Director of Communications led a presentation on the new brand for Scouting. The following key points were noted:

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

11. Strategic Approach to Inclusion Post 2018

The Head of Policy, Strategy and Innovation briefly introduced the item, which was otherwise taken as read. The following key points were noted:

- The current Scouting For All strategic plan aimed for Scouting to be reflective of wider society and seen as open to people from all backgrounds. It was agreed that a review of how successful this has been would be undertaken, with recommendations on what should be included in the next strategic plan.
- The review consisted of an analysis of current member demographics, issues raised/dealt with by The Scout Association Headquarters, a survey of adult volunteers and external commissioned research into the perceptions of Scouting by the public. All of which was considered by a group of external experts and the Inclusivity Advisory Group. It found that the Movement remains unrepresentative of UK Society.

During discussion the following was noted:

- A trustee advised that we should apply caution when using the term 'social mixing' as this could have negative connotations. It was clarified that this was the term used by policy makers and Government.
- The Chair referred to recommendations 15 & 16 which were specifically governance related and questioned when they will be implemented and whether there will be annual reporting to the Board. In response the Inclusion Officer noted that this had started to take shape as part of the Governance Programme of work mandate, which will be presented to the Board in July 2018. The Chair noted that the equality impact assessment and annual reporting to increase the diversity of the Board and Leadership as a whole is a matter for the Board. It was explained that the Governance Programme of work is one aspect which will talk about the Board being reviewed against the revised Governance Code, and the expectation was to do that annually. Thought would be given to whether this should be reported into the Board by the Staffing, Salary and Remuneration Committee or Nominations and Governance Committee.

The Board:

- **APPROVED** the 18 recommendations as noted in the paper.

12. Digital Transformation 2018-2023

The Chief Digital Officer led a presentation on the proposed Digital Strategy and Roadmap for 2018-2023. The following key points were noted:

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

13. Budget 2018/2019

The Chief Financial Officer led a presentation on the draft budget 2018/2019. The following key points were noted:

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

14. Board Size and Composition

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

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

15. a) Risk Policy

The Chair of the Risk Committee briefly introduced the item, which was otherwise taken as read. The following key points were noted:

- Over the last year the Risk Committee had been reviewing the Association's Risk Policy. The previous policy had been in place since 2009 and no longer reflected our governance framework or Charity Commission guidance. The draft policy had been shared with the Senior Leadership Team and the Board's Committees as well as the Risk Scoring Mechanism.

The Board:

- **APPROVED** the revised Risk Policy.

b) Annual Review of the Corporate Risk Register

The Chair of the Risk Committee briefly introduced the item, which was otherwise taken as read. The following key points were noted:

- The Risk Committee agreed that this last year had seen a positive improvement in the quality of risk management and the articulation of risks and controls. The reduction in risk profile from "inherent" to "residual" illustrates the effectiveness of the control environment.

During discussion the following points were noted:

- A trustee made reference to the recent risk disruption caused for Oxfam and the Football Association which impacted on their business as usual and queried whether a risk needed to be included re external perception/pressures on the wider charity sector. It was felt that this was already addressed within the risk about unforeseen circumstances and reputation.
- It was noted that the responsibility of the safeguarding related risks will be reallocated to the Safeguarding Committee for oversight and the safety risks reallocated to the Safety Committee.

AP4: The Company Secretary to add additional risk: external perception/pressures to the next meeting agenda for the Risk Committee for members to discuss its possible inclusion on the Corporate Risk Register.

16. GDPR & Data Protection Policy

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

The Scout Association
Board of Trustees
March 2018
following was noted:

- In response to feedback received from the Operations Committee in regards to the Data Protection policies, and a further review by the Interim Head of Legal and Black Penny (GDPR Consultants), they had advised that before the policies are published, they should be independently reviewed by a barrister to ensure they meet the needs of our organisation and are fully compliant with GDPR principles. Further clarity was required about the respective responsibilities of TSA and local Scout charities.
- Due to the late receipt of the Data Protection Policies (Key Privacy and Data Protection Policy for POR), trustees were given two weeks to review their content and asked to email the Company Secretary with any questions and with their approval. If a trustee does not respond, this will be taken as approval.

AP5: All Trustees to review the Data Protection Policies and to send their comments/approval to the Company Secretary no later than 7 April 2018.

17. Matters Reserved for the Board

The Company Secretary briefly introduced the item, which was otherwise taken as read. It was noted that the financial Schedule of delegations will be approved separately by the Finance Committee at their next meeting.

The Board:

- **APPROVED** the proposed Matters Reserved for the Board.

18. Chair, Appointed Trustees and Trustee Elections 2018

[The Chair, Jane Simpson and Lexie Sims left the meeting for this item]

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

- The Chair of the Board, Ann Limb, will end her first term of office at the 2018 AGM and is eligible for reappointment. Ann has indicated that she would be willing to be reappointed. Gordon Boyd provided a verbal update at the Nominations and Governance Committee meeting in regards to appraisal feedback and performance conversations. On that basis, the Nominations and Governance Committee is recommending Ann's reappointment to the Board.
- Two appointed trustees, Jane Simpson and Lexie Sims will end their first term of office at the 2018 AGM and are eligible for reappointment. Both Jane and Lexie have received satisfactory appraisals from the Chair and have indicated that they would be

willing to be reappointed. On that basis, the Nominations and Governance Committee is recommending Jane and Lexie's reappointment to the Board.

The Board unanimously:

- **APPROVED:** the recommendation of the Nominations and Governance Committee to reappoint Ann Limb, as Chair of the Board of Trustees for a further three year term, subject to approval by Council at the AGM in September.
- **APPROVED:** the recommendation of the Nominations and Governance Committee to reappoint Jane and Lexie, as appointed trustees for a further three year term, subject to approval by Council at the AGM in September.
- **APPROVED:** the recommendation of the Nominations and Governance Committee that the specific skills gaps to be highlighted in trustee election documentation this year should be Legal, Fundraising and Health and Safety.
- **APPROVED:** the Elected Members of the Council (as listed in table 1 of the paper) should be invited to stand for re-election to the Council.
- **APPROVED:** that, in light of the forthcoming review of Elected Members, no additional individuals or organisations should be invited to stand for election to the Council this year.

19. Health and Safety Policy

The Chief Executive briefly introduced the item, which was otherwise taken as read. As part of the annual review process of policy, changes had been made to the Health and Safety Policy. The Board:

- **APPROVED** the changes to the Health and Safety Policy.

[Post meeting note: Some minor amendments to the content were suggested by Jane Simpson. Changes were handed to the Company Secretary.]

20. Safety in Scouting Development Group

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

A request was made that a safety cultural change expert is added to the terms of reference. It was suggested that this individual be one of the independent members.

The Board:

- **APPROVED:** the creation of the Safety Committee as a Board Committee
- **APPROVED:** Jane Simpson to be the Safety Committee Chair

21. Census update

The Board received a progress report on the data received as at the 24th February 2018

The Scout Association
Board of Trustees
March 2018

regarding the 2018 Census of the Movement. The paper was taken as read. The Chief Executive highlighted that this was the 13th year of consecutive growth of youth members for The Scout Association.

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

The Board noted the reports.

Trustee briefly discussed the Chief Executive's objectives for 2018/19. A suggestion was made that consideration was needed with regard to how the objectives outcomes can be measured i.e. what is a successful objective and how will it be monitored, adopted and embedded in local Scouting as evidence. The Chief Executive will work this through with the Chair of the Staffing, Salary and Remuneration Committee.

AP6: The Chief Executive will work with the Chair of the Staffing Salary and Remuneration Committee to further develop his S.M.A.R.T. objectives

AP7: The Director of Commercial will send the link to the website for The Scouts' Wild Feast event to Trustees.

23. Any other business

a) Gender Pay Gap

The Chief Executive advised the Board that there is a statutory requirement to report gender pay gap as at 5 April 2017. The Gender Pay Gap for The Scout Association is at 3.1%. It was noted that this against Public Sector organisations, and all other sectors is a positive position, but there was clearly still more to do to ensure there was no pay gap.

b) & c)

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

24. Feedback

The Chair invited trustees and all 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 1x0
Score of 2x14
Score of 2.5.x 2

The Scout Association
Board of Trustees
March 2018
Score of 3x1
Score of 4-5x0

Staff

Score of 1x2

Score of 2x3

Score of 3-5x0

Trustees asked that the Executive Summaries are consistent to allow the reader to understand the background, issues and decision being requested.

It was felt that the presentations were too lengthy and that they needed to be more focused and summarized.

25-36. Starred Items

All starred items were taken as read without discussion.