

**DRAFT MINUTES OF A MEETING OF
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 14 JULY 2018
AT BADEN POWELL HOUSE (65 QUEEN'S GATE), 11:45-17:00**

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

In Attendance: Margaret Giles (Company Secretary)
David Hamilton (Director of Communications)
Mark Hislop (Director of Commercial Services)
Ross Maloney (Chief Operating Officer)
Yvonne Smithers (Chief Financial Officer)
Laura Rooke (Governance Officer)
Ollie Wood (UKYC designate)
Liam Burns (Chief Programme Officer)¹

Members Prevented: Jack Bullon

The meeting was preceded by a session led by the Director of Commercial Services which gave an overview of commercial operations at The Scout Association. The session included presentations from Scout Stores, Unity Insurance Services, Gilwell Park and Baden Powell House Conference Centres, Fundraising, Marketing and Scout Adventure Centres.

1. Welcome, introductions and Charity Governance Code

The Chair welcomed all to the meeting, particularly Ollie Wood, UKYC designate who was in attendance as an observer.

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.

¹ In attendance up to Item 9 only

2. Trustees prevented

Jack Bullon

3. Declaration of any conflicts of interest

Nicola Gamlen declared a conflict of interest regarding an item to be taken under Any Other Business from ScoutsCymru.

John Kennedy declared a conflict of interest regarding Item 15, 2019/2020 Membership Subscription, as he is a member of the Scottish Board.

4. Declaration of any other business

One item of additional business from ScoutsCymru to be taken in Part 4, Operational Matters of the meeting.

A request was received from the Chief Executive to unstar Item 27, Portfolio Management Group Report.

5. Reflection led by Sue Harris

The meeting was opened with a reading by Sue Harris of Rudyard Kipling's 'If'.

6. Minutes of meeting held on 24 March 2018

The Board **APPROVED** the Minutes of the meeting held on the 24 March 2018, 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 majority of actions were noted as complete. The following updates were given:

- **AP 9.2: Consider whether to extend an invitation to SNP members to stand for elections to the Council:** The Board agreed that this action should form part of the Governance Programme.

AP1: Company Secretary to ensure action is transferred to the Governance Programme to be reviewed.

- The Chair reminded Board members that they had approved the appointment of Ollie Wood as UK Youth Commissioner by email and asked them to ratify this decision. Trustees confirmed that they formally ratified this decision.

8a) Key Performance Indicators (2017/18)

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

- The Chief Executive advised that the KPI report detailed a completed year (2017/18) of KPI data which included final census data and measure of the KPI 'Members feel Empowered, Valued and Proud'.
- Referring to the KPI 'UK volunteers say they work effectively together with staff' (Line 34), the Chief Executive advised that a revised induction process has recently been introduced which will focus on staff and volunteer relationships. Additional focus will be given to the relationships forged between staff and volunteers that report into Team UK.

- Referring to the KPI 'Commercial contribution' (Line 29) it was noted that this KPI has a red RAG status as at the end of year.
- In relation to why there were more KPIs marked red than had been anticipated earlier in the year, the Chief Executive explained that setting the annual target can be difficult as prediction of activity over the period is not known on a quarterly basis, in respect of the red status for Commercial Contribution.. The Commercial Director further explained that initial targets for Gilwell Park Conference Centre were overly ambitious and have now been reviewed. The loss of 4 accounts has affected the fundraising targets. Scout Adventures had been on course to deliver their target however the extended period of bad weather earlier this year had meant last minute cancellations were received. As a values based organisation we do not usually recoup a cancellation fee in these circumstances.
- It was observed that many of the KPIs are measured by perception and therefore it will be helpful to separate out those KPIs measured once annually via survey results and those measured with quarterly indicators.
- Referring to the KPI 'Managers are effective in leading' (Line 31), a question was asked as to whether any comments were available to explain why the final actual figure dropped to 70%. The Chief Executive explained that as previously advised it was due to the change in reporting scale in the survey (TSA had moved from a 4 point scale to a 5 point scale). It was also noted that a new survey based on the Investors in People (IIP) survey framework will be shared with staff and this will provide an invaluable critical assessment of status with the external validation the IIP framework provides The Scout Association.
- Referring to the KPI 'Number of Top Awards' (Line 18), work continues to explore the Queen's Scout Awards statistics with a view to improving final award completions.

8b) Board monitoring

The Company Secretary briefly introduced the paper, which was otherwise taken as read and **NOTED** by the Board.

9a) 2018-23 Strategy

The Chief Programme Officer led a presentation on the outcomes following delivery of the 2018-23 Strategy. The following key points were noted:

- Short surveys had recently been undertaken to get a feel for how the new strategy had been received. Feedback so far had been positive with a good consultation process being noted.
- Challenges were noted as to the effectiveness of cascading the consultation process to District Commissioners and young people.
- Accessibility for young people to consult was not 100% successful despite 6,000 members taking part in Youth Shaped month. The Chair noted this would be an area of focus for Ollie Wood as he takes on the role of UK Youth Commissioner, with an expectation that this area will continue to grow as we embed the principles over the next few years.
- Actions going forward were identified as the importance of constant reinforcement of the plan and retaining the simplicity of #SkillsforLife and the recruitment of people with the right values using the strategy as a hook.
- A question was raised regarding the importance of communicating with external audiences. The Director of Communications advised key stakeholders were a focus as we move forward with tested measures in place to reach out to MPs and parents. The Chief Executive explained that he had

received many positive comments during his external meetings, and that people were talking about it.

- A recent Corporate Partners webinar had provided further positive feedback on the strategy.
- The UK Chief Commissioner acknowledged the work of all concerned, particularly the Communications Team and the importance placed on brand identity prior to launch.

The Chief Operating Officer led a short presentation which provided clarification on the process undertaken to achieve a clear outline of the 2018-23 Strategy. The following key points were noted;

- The 17 initiatives under the 3 pillars: People, Programme and Perception and the creation of the 12 Programmes of Work from the initiatives were discussed and the resources needed to bring the strategy to life.
- Highlighting the importance of good governance overseen primarily by the Portfolio Management Group (PMG), Operations Committee and Finance Committee.
- Authority of the PMG sub group to move agreed actions on quickly.
- Inclusion in project plans of stage gates. Board members were pleased to see the utilisation of stage gate methodology. It was noted that the PMG would oversee the review of stage gates across all programmes to identify interdependencies.
- All programme boards will use the same methods of reporting.
- Task and Finish activity established to tackle smaller items of work that don't necessarily fall into an identified programme.
- The new Team UK structure has been aligned to the three pillars of work and line management needs across the UK.
- The structure of the Operations and Transformation Directorate has been aligned to delivery of the strategy balanced against need to deliver services to members.
- The Chief Operating Officer agreed the Safe Scouting Programme was clearly of great importance and suggested we find a way of distinguishing between priority programmes of change to deliver the strategy and those programmes of work that were ongoing and that remained a priority such as Safe Scouting.
- The five year financial plan provides an outline of the financial resource requirements to deliver the strategy.
- It was noted that Team UK members will sit on an appropriate Programme Board to ensure oversight is in place from both staff and volunteer leaders.
- It was further noted of the importance of a training and induction schedule for those leading on each programme especially with a focus on those who may not have previously been exposed to project management methods undertaken by TSA.

9b) Approval of KPIs 2018-23

The Chief Programme Officer led a discussion on the proposed KPIs 2018-23. The following was AGREED;

- Proposed KPIs relate to the Theory of Change and Strategic Goals (annually), and Programmes of Work and Organisational Health (quarterly) and notes the Theory of Change and its use in measuring impact.
- Improved metrics are in place to measure inclusion.
- It was noted that compliance and training should be included as a separate KPI.

AP2: Chief Operating Officer to include a KPI measure for compliance and training in the new KPI schedule.

- It was noted that any reference to 'TSA owned sites' should be replaced with 'TSA operated sites'.

AP3: Chief Programme Officer to replace 'TSA owned sites' with 'TSA operated sites' on any relevant KPI listing.

- Members agreed it would be helpful to ensure a plan for measuring progress on inclusivity work to be undertaken before the end of the 5 years, which was broader than simply meaning the diversity of lead volunteers.
- A question was asked regarding how safeguarding training would be measured particularly as there is evidence that the completion statistics for Module 1 by new members could be improved. The Chief Executive accepted this point.

AP4: Chief Operating Officer and Chief Programme Officer to consider above point regarding inclusivity and to review the inclusion of a safeguarding training metric to evidence organisational health.

The KPIs were **APPROVED** by the Board, with the inclusion of the amendments as outlined above.

10. Youth Data

The Chief Operating Officer introduced a paper which provided the Board with an update on progress of to offer youth data functionality to the movement and to ensure that Headquarters has the ability to retain accurate data on youth members.

11a) Review of the Year 2017/18

The Chief Executive briefly explained the Review of the Year Presentation would be shared at the AGM of the Council in September 2018. Board members were content with the presentation and supported its screening at the AGM.

11b) 2018 Census Deep Dive

The UKCC presented to the Board a detailed report on Census 2018 results. The following highlights were noted;

- The Operations Committee have reviewed the Census results at some length.
- 2018 was the quickest turnaround in results reporting with data back for review within a week.
- Overall, growth in female membership was larger than male growth.
- Figures for young leaders had increased.
- 2018 saw the third year of decline in Explorer Scouts that go on to become young leaders.
- 23,000 young leaders could be achieved by 2023.
- Positively, there has been growth in London.
- TSA remains out of step with national ethnicity data.

Members suggested that consideration was given to retention figures. It was agreed this area was worth considering however figures suggest an acceptable attrition rate. The final message was that TSA is confident that our established growth strategy can deliver and the opening of new provisions remains an

area of importance.

12. TSA Consolidated Annual Report and Accounts 2017/18

The Chief Financial Officer briefly introduced the paper, noting that the Finance Committee had scrutinised the Annual Report and in particular the Financial Statements in detail and recommended them to the Board. The Chief Financial Officer gave a brief presentation outlining particular points for Trustees' attention. The papers were otherwise taken as read.

The Board:

- **APPROVED** The Scout Association's Consolidated Annual Report and Accounts 2017/18;
- **AUTHORISED** the Chair and Treasurer to sign the Annual Report and Accounts on behalf of the Board.

13. Management Letter and Letter of Representation

The Chief Financial Officer 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.

The Board:

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

14. 5 Year Financial Outlook

The Chief Financial Officer presented a first draft, top level five year financial summary for the Association. The financial summary includes the predicted income generated by the commercial directorate over the life of the new 2018-23 strategy and an indicative view of the investment needed to deliver the twelve Programmes of Work. The model will be populated over the coming months as the detailed programme mandates are developed.

Further items to note as follows;

- The Finance Committee reviewed the draft 5 Year Financial Outlook in June 2018.
- The next step will be to provide an updated outlook to the Finance Committee in November 2018, with a more detailed focus on resource statistics.
- The Chief Financial Officer advised that a triennial evaluation of the Pension Fund Deficit was planned going forward.
- A question was asked regarding the commercial contribution to costs and whether assurances could be given that the figures presented were in fact deliverable. The Chief Financial Officer and Director of Commercial Services explained that the figures were realistic now that the baseline had been identified, with additional scrutiny achieved, particularly of Scout Stores figures by the Scout Stores Board.

Note: A private minute, strictly confidential to Trustees and the Senior Leadership Team (SLT) regarding discussion on the 5 Year Financial Outlook is noted in a separate document.

The Chair thanked the Chief Financial Officer and Treasurer for the 5 year financial outlook which was noted as helpful to both the Board and Senior Leadership Team.

15. 2019/2020 Membership Subscription

Note: A private minute, strictly confidential to Trustees and the Senior Leadership Team (SLT) regarding discussion on the 2019/20 Membership Subscription is noted in a separate document.

16a) Corporate Risk Register

The Chair of the Risk Committee briefly introduced the item, which was otherwise taken as read. The Board **NOTED** three points as outlined below:

- The current corporate risk register has been updated to reflect the Operations Committee risks and revised risk scoring review.
- Risks identified as 'red' are included in the Annual Report and Accounts 2017/18 risk statement.
- Risk 3 "Not operating within our means, causing balance sheet erosion" has been amended to reflect that it is being treated, not tolerated.

The Board **APPROVED** the following four presented recommendations:

- Risk 5 "Failing to manage and optimize assets" to be retired as it is now identified as an accepted risk with processes in place to monitor.
- Risk 10 "Staff capability and resources to deliver on the strategic objectives" to be retired.
- All Board Committees are asked to review their risk templates again and identify at least one Key Risk Indicator (KRI) by January 2019 Board meeting. The Chair of Risk will support work on this recommendation.
- That the Chair of the Operations Committee works with the Chairs of the Safeguarding and Safety Committees to review the risks belonging to the Operations Committee and align them with the correct committees before the end of September 2018.

16b) Risk Assessment protocols for political engagement

The Chair of the Risk Committee explained that a proposed risk assessment protocol for assessing critical or politically sensitive matters had been drawn up by the Risk Committee based on the Association's Risk Scoring Mechanism. An additional CC9 checklist for Trustees has also been included for consideration to document the risk for medium and high risk activity, before being presented to the appropriate decision makers for consideration.

The Board **APPROVED** the proposed Risk Assessment Protocol.

17. Trustee Recruitment and AGM 2018

The Board received an update from the Company Secretary on actions undertaken in preparation for the Trustee recruitment process and AGM 2018, which included;

- Appointed Trustees: Subject to approval by Council at the AGM in September, Ann Limb, Jane Simpson and Lexie Sims will be reappointed for a further three year term, 2018-21.
- Elected Trustees: A campaign to find candidates for vacancies in England North, England South, Wales and a Youth Trustee closed on the 29 June 2018.
- No nominations were received from England North, so the position of Trustee to this area will remain vacant.
- A single nomination was received for England South and therefore the candidate will be considered elected from the AGM 2018.
- Three nominations were received from Wales and three nominations were received for the Youth

Trustee position. Elections will open on the 19 July 2018, closing on the 29 August 2018.

- AGM: The 2018 AGM will be hosted at Gilwell Park on Saturday 8 September, as part of the reunion weekend.
- Team UK: The Board **APPROVED** the designation of all Team UK roles in the newly formed structure as National Commissioners and thus they become members of Council.

The Board requested that all roles which are currently designated as National Commissioners are redesignated at this point, rather than this being done separately after the AGM. Therefore it is confirmed that the Board **APPROVED** that all existing National Commissioners as well as all members of Team UK should be designated National Commissioners for the purposes of the bye-laws from the date of this meeting.

18. Governance Matters

The Company Secretary introduced a paper which was otherwise taken as read.

The Board **APPROVED** the following recommendations received by the Nominations and Governance Committee.

- The decision to recommend to the Board the appointment of Chairs and membership of the Board Committees should be delegated to the Chair and the Vice Chair.
- The UKYC is co-opted to the Board of Trustees for a further year (until AGM 2019)
- The approval of Serious Incident Reports can be delegated to the Company Secretary, or in his/her absence to the Chief Financial Officer or the Chief Operating Officer.
- The process for approving Safeguarding claims be delegated to the Treasurer, Chief Financial officer and Chief Operating Officer (or CEO).
- The outline proposal for the facilitated discussion re Board size and composition following the AGM is September.

19. Board and Committee Calendar 2019

The Company Secretary introduced a paper which was otherwise taken as read.

Two amendments were requested by the Board as follows;

- Move the Operations Committee Meetings scheduled in February and November 2019 to the 2 March and 9 November 2019.
- Move the November 2019 Staffing, Salary Remuneration Committee meeting to July 2019.

The Board **APPROVED** the revised 2019 Board and Committee Calendar with the agreed amendments to the Operations and SSR committee meetings.

20. Legacies

The Company Secretary introduced a paper in which two matters were presented for the Board.

The Board understood that their recommendations to the Charity Commission should only be made when the following criteria has been considered;

- Trustees believe that they are under a moral obligation to make payment; but
- The trustees are not under any legal obligation to make the payment; and
- Trustees cannot justify the payment as being in the interests of the charity

After some discussion, a vote was taken separately for each presented legacy case in turn.

AP5: Company Secretary to make an application on behalf of TSA for the two legacy sums to be distributed to the designated beneficiaries as noted above.

21. Northern Ireland Constitutional Amendments

The Company Secretary introduced a paper which was otherwise taken as read.

The Board discussed the content of the paper and proposed amendments to Clause 3 of the Northern Ireland Scout Constitution. Members noted the amendments made to this proposal following review by the Nominations and Governance Committee in June 2018. Particular areas that need further clarification included;

- Clarity to be sought as to whether power to veto the decision to appoint the Chair sits with the Chief Commissioner.
- Is the Chair elected or appointed?
- Clarity to be sought on the terms of office for president and vice president.

The Board therefore did **NOT APPROVE** the amendment to Clause 3 of the Northern Ireland Scout Council Constitution.

AP6: Company Secretary to communicate this outcome to the Chair and Chief Executive of Scouts NI and invite them to attend the Nominations and Governance Committee meeting in September 2018 to present this again having considered the feedback from the Board.

Following Item 21, the Chair took the paper received from ScoutsCymru (detailed under Any Other Business) as it had an operational focus. This item is strictly confidential to Trustees and the Senior Leadership Team (SLT) and minutes are recorded separately.

22. Staffing Salary and Remuneration Committee (SSRC) Update and Minutes

The Chair of SSRC introduced a paper which was otherwise taken as read. Two key items were highlighted for the Board's attention;

- The Committee Chair, Chief Executive and Chair of the Board will have an initial discussion regarding a review of the remit of the committee.
- The recruitment of a new Head of People and Culture is in progress with interviews scheduled to take place in July 2018.

The minutes of the June SSRC meeting were **NOTED** by the Board.

23. Safeguarding Committee Update and Minutes

The Chair of the Safeguarding Committee introduced a paper which was otherwise taken as read. Three key items were highlighted for the Board's attention;

- Until May 2018, the committee met monthly, when a decision was taken to reduce the meetings to every two months.
- Since attending to present to the Board in March, the Safeguarding Committee has met three times:

in March, April and May.

- o The meeting consists of a report provided by the Head of Safeguarding covering monthly statistical data, issues and updates and a report including statistics of the historical review and vetting statistics.

The minutes of the May Safeguarding Committee meeting were **NOTED** by the Board.

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

The Board noted the reports. The Chief Executive advised the Board of the significant amount of work he had undertaken as part of the Charity Commission's work on Safeguarding across the sector. A number of potential funding opportunities were also noted including £250k from Islamic Relief (subject to due diligence) and a potential bid to be submitted at the end of July 2018 to the Department of Education on the Early Years Programmes of Work. Additionally, unspent monies on NCS maybe shared by The Department for Digital, Culture, Media & Sport (DCMS) with the Youth United Foundation (which the Association could bid for).

25. Any Other Business

ScoutsCymru paper. **This item is strictly confidential to Trustees and the Senior Leadership Team (SLT) and minutes are recorded separately in Appendix 1**

27. Portfolio, Programme and Project Management Report

The Portfolio, Programme and Project Management Report was reviewed by the Board.

26. Feedback and evaluation of the effectiveness of this meeting

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	Staff
Score of 1 x 4 members	Score of 1 x 1
Score of 1.5 x 3 members	Score of 2 x 6
Score of 2 x 10 members	Score of 3 x 0
Score of 2.5 x 2 members	Score of 4 x 0
Score of 3 x 0	Score of 5 x 0
Score of 4 x 0	
Score of 5 x 0	

Members noted a well chaired meeting with good papers, discussion and challenge. Particular praise was given to the work undertaken to launch the 2018-23 and new brand strategies. Additional editing of the Executive Summaries would be welcomed to ensure all key items of interest are clearly outlined for review.

The Chair closed the meeting by formally thanking Hannah Kentish, UKYC, Byron Chatburn and Liz Jack for their commitment and support during their terms as Trustees on the National Board.

Post meeting note: The Chair congratulated Lisa McDonald, Governance Officer, on the safe arrival of her

new baby.

Items 28-35 were starred items taken as read without discussion.

28. Heritage Museum Project

29. Risk Committee Minutes: April 2018

30. Nominations and Governance Committee Minutes: February and June 2018

31. Finance Committee Minutes: To go to October 2018 Board

32. Operations Committee Minutes: February 2018

33. Scouts Scotland Board Minutes: March and May 2018

34. Scouts Northern Ireland Minutes

35. ScoutsCymru Minutes: To go to October 2018 Board

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