

**APPROVED DRAFT MINUTES OF A MEETING OF
THE BOARD OF THE SCOUT ASSOCIATION HELD ON 19 MARCH 2016 AT
GILWELL PARK**

Trustees Present: Ann Limb (Chair) Stuart Howells (Chair of Risk Committee)
Wayne Bulpitt (UKCC)
Sally Cantello (Chair of SSR Committee) Liz Jack
Byron Chatburn (Chair of Operations Committee) John Kennedy
Gareth Davies Ashley Russell
Fi Durrant Jane Simpson
Nicola Gamlen Lexie Sims
Matt Hyde (Chief Executive) Kieron Moir

Trustees Prevented: Gordon Boyd (Chair of Finance Committee)
Colin Lammey
Jake Myatt

Invited to attend: Hannah Kentish (UK Youth Commissioner)

Staff in Attendance: David Hamilton (Director of Communications)
Mark Hislop (Director of Commercial Services)
Ross Maloney (Director of Scouting Operations)
Lindsay Sartori (Director of Finance and Support Services)
Judeth Neville (Charity & Company Secretary)
Lisa McDonald (Minutes)

1. Welcome, introductions and Good Governance Code

The Chair welcomed all Trustees and staff to the meeting.

The Board extended its congratulations to Tim Kidd on his appointment to the role of UK Chief Commissioner from September.

The Board welcomed the use of Dropbox as an online library for Board papers.

It was agreed that when confidential Board papers are posted recorded delivery to Trustees, consideration will be given to the way they are distributed to ensure Trustees are not inconvenienced when someone needs to be present to sign for the delivery.

AP1: Charity & Company Secretary to find a suitable way to distribute confidential Board papers if they are sent to Trustees during the working week.

2. Trustees Prevented

Gordon Boyd is prevented from attending as he is recovering from major surgery. The Board recorded its good wishes for a continued speedy recovery, as well as its congratulations for his wedding day in April. Jake Myatt and Colin Lammey are prevented from attending due to diary clashes with other Scout events.

3. & 4. Declaration of any other business and of any conflicts of interest

The following trustees declared an interest in item 17, AGM and trustee succession: Jake Myatt, John Kennedy, Gareth Davies and Stuart Howells as their terms of office will conclude this year.

5. Reflection led by Ashley Russell

The meeting opened with a reflection on the Pears Project.

6. Minutes of the meeting held on 5 December 2015

The confidential Minutes (re Safeguarding & Vetting Matters and Project Compass) were tabled for each member to read.

The Board:

- **APPROVED** the Minutes, including the confidential Minutes, and the Chair signed them as an accurate record of the meeting.

7. Action Report: status of outstanding actions from all 2015 Board meetings

The report was taken as read.

Agenda items 8, 9 & 10 and 14 are strictly confidential to Trustees and Senior Leadership Team (SLT) and Minutes are recorded separately in Appendix 1.

11. Youth Shaped Strategy 2016-2020

The UK Youth Commissioner gave a presentation, a copy of which is available from the Charity & Company Secretary on request. The four key areas of focus of the Strategy are:

- i) The Scout programme shaped by young people
- ii) Taking a step into an adult leadership role volunteering with young people
- iii) Playing an active part in the management of Scouting
- iv) Taking responsibility for the governance of the organisation

In response to Trustees' questions the UKYC confirmed:

- That the structure for mentoring is important and gave the example of the 'soft landings group' which had been implemented for those young people who were not successfully appointed to a youth trustee position in 2015.
- That the project mandate for the areas of the Strategy prioritised for 2016/17 has been approved by the Portfolio Management Group.
- That she is undertaking work on succession planning for the UKYC team.

The Board:

- **APPROVED** the Youth Shaped Strategy to 2020.

12. Annual Census

The UK Chief Commissioner gave an interim summary of the Census as at 31 January 2016. A more detailed report, including geographical analysis, will be provided to the July 2016 Board meeting.

AP6: UKCC to present the annual census report to the July 2016 Board meeting.

13. Portfolio Plan 2016/17

The Chief Executive briefly introduced the paper, which was otherwise taken as read. The Board suggested the Portfolio Management Group (PMG) would benefit by having a member who is skilled in project management. Following consideration, Jane Simpson accepted the Board's invitation to join the Group.

AP7: Charity & Company Secretary to send Jane Simpson the dates and locations of the planned PMG meetings and to revise the PMG Terms of Reference to include in the membership a Trustee (or other person nominated by the Board) with project management experience.

The Board:

- **APPROVED** the terms of reference for the PMG (revised as above)
- **APPROVED** the 2016/17 Portfolio Plan

- **NOTED** the work of the PMG and other work to be undertaken.

15. Board Monitoring 2015/16 and 2016/17

The paper was taken as read.

The Board:

- **NOTED** the Operational Plan, KPI and complaints update for Q3 2015/16
- **NOTED** that revised KPIs will be presented to the July Board for approval
- **APPROVED** the monitoring and evaluation information to be provided to the Board in 2016/17

AP11: Charity & Company Secretary to note on the Board forward planner.

16. Refreshed Corporate Risks

The Chair of the Risk Committee outlined the key points of the paper, which was otherwise taken as read. Following brief discussion, it was noted:

- The Risk Committee will report by exception to the Board
- The Board will undertake its annual deep dive at its July 2016 meeting
- The 19 corporate risks will be rationalised as appropriate without losing essential details.

AP12: Charity & Company Secretary to ensure this is completed by SLT in time for the next Risk Committee meeting.

The Board **APPROVED**:

- The revised draft risk register format
- The Corporate risks identified by SLT and the Board Committees

AP13: Company & Charity Secretary to note on the Board forward planner.

17. AGM, including trustee succession

The paper was taken as read.

The Board:

- **APPROVED** the recommendation of the Nominations Committee that the specific trustee skills gaps to be highlighted in trustee election documentation this year should be finance and charity fundraising
- **APPROVED** the proposal of the Nominations Committee in relation to the recommendation of Board Committee Chairs and members 2016/17
- **AGREED** that the Elected Members of the Council listed in the paper should be invited to stand for re-election to the Council.

It was noted that the Chair of the British Youth Council had changed and the list needed to be updated accordingly.

AP14: Charity & Company Secretary to update the Elected Member list accordingly

- **AGREED** that, in light of the ongoing work of the Governance Review Task Group, no additional individuals or organisations should be invited to stand for election to the Council this year

The AGM timetable and logistical arrangements will be brought to the July Board

AP15: Charity & Company Secretary to note AGM on the July Board agenda.

18. Mandate for delegation to European Scout Conference

The UK Youth Commissioner briefly introduced the report, which was otherwise taken as read.

The Board:

APPROVED:

- the UK delegation to the European Scout Conference (as stated in the report) and that they be given a general mandate at the European Scout and Guide Conference to cast votes and otherwise to act during the Conference in the best interests of The Association, European and World Scouting, bearing in mind the policies and principles of the Association, particularly the principles of its 'Scouting for All' 2014-18 Strategy.

19. 2017 Governance Calendar

The Board noted the draft 2017 dates. The following points were noted:

- The March Board meeting will not be residential, therefore the venue will be amended to central London.
- The calendar shows three Board meetings in 2017. There will continue to be four each year – what is in effect the fourth 2017 meeting will be held on 13 January 2018.

The Board

APPROVED:

- The 2017 Governance Calendar.

20. Effectiveness of Board and Board Committee meetings and Feedback and evaluation of the effectiveness of this meeting

Following brief discussion, the Board:

- **AGREED** to add a further factor affecting the effectiveness of meetings (namely, whether any pre-meeting trustee development sessions were useful) and to make the list of factors available for all meetings
- **APPROVED** the evaluation method outlined in the paper for use at all Board and Board Committee meetings – with the amendment as above.

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". From a total number of trustees and attendees who took part in the meeting and exercised a judgement, the meeting was rated as follows:

1x1
2x20
3x0
4x0
5x0

21-29. Starred items

The starred items were taken as read without discussion.

The Chair repeated her request to the CEO for detailed written briefings to be given to Trustees invited to attend National Scout events, so they are clear on the role they are expected to play at such events.

AP16: Charity & Company Secretary to ensure Trustees are fully briefed in advance of a National Event.

Minutes L McDonald 31/03/16

Signed as a true and accurate record of the meeting

.....Chair, 9 July 2016