

**DRAFT MINUTES OF A MEETING OF
THE BOARD OF THE SCOUT ASSOCIATION (TSA) HELD ON 26 JANUARY 2019
AT 65 QUEEN'S GATE, BADEN POWELL HOUSE, LONDON 13:45-17:30**

Trustees Present: Ann Limb (Chair)
Gordon Boyd (Treasurer and Chair of the Finance Committee)
Tim Kidd (UK Chief Commissioner – UKCC)¹
David Branagh
Jack Bullon
Gareth Davies
Nicola Gamlen
Susan Harris
Stuart Howells (Vice Chair and Chair of the Risk Committee)
Matt Hyde
Gareth Jones
John Kennedy
Kieron Moir (Chair of Operations Committee)
Matt Mills
Ashley Russell
Jane Simpson (Chair of the Safety Committee)
Lexie Sims (Chair of the Staffing Salary and Remuneration Committee)

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 (Quality and Compliance Manager)

Members Prevented: Ollie Wood (UK Youth Commissioner – UKYC)
Frances Craven (Chair of the Safeguarding Committee)

The Board of Trustees was preceded by a morning session on Good Governance facilitated by Dan Francis, Senior Governance and Leadership Consultant at the National Council for Voluntary Organisations (NCVO). The session examined the Association's current board practices and performance against the Charity Governance Code.

1. Welcome, introductions and Charity Governance Code

The Chair welcomed all to the meeting.

Trustees noted three tabled papers:

- 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.
- Private minutes from the Board meeting held on the 13 October 2018.
- A paper seeking approval to commence the recruitment of a Safeguarding Trustee. To be taken under any other business.

¹ Tim Kidd attended the meeting via Skype

2. Trustees prevented

Ollie Wood and Frances Craven

3. Declaration of any conflicts of interest

None declared

4. Declaration of any other business

Prior notice of three items of additional business were declared by the Chair in the form of two updates and one approval item to be taken at the end of the meeting.

The Chair noted that one agenda item would be re-ordered at the meeting

- Item 9 to be taken before Item 8

The Chair thanked all Trustees for successfully completing the GDPR online training module.

5. Reflection led by Gareth Jones

The meeting was opened with a reading by Gareth Jones of the Welsh poem 'Colli laith' (Losing Language).

6. Minutes of meeting held on 13 October 2018

The Board **APPROVED** the minutes of the meeting held on the 13 October 2018, including the private minutes, which the Chair signed 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:

- **AP5/July2018: To make an application on behalf of TSA for the two legacy sums to be distributed to the designated beneficiaries as noted:** One application has been approved and given to the designated beneficiaries. The Charity Commission have requested further information on the second application which the Company Secretary is progressing.
- **AP5/October 2018: Governance and Safeguarding arrangements for Overseas Branches:** A member requested an update on the timescales of the work WOSM are currently undertaking in regard to the safeguarding provision of the Association's Overseas Branches. The Chief Operating Officer confirmed the timescales for an action plan were to be agreed and an update would be provided at the next meeting of the Board in March 2019.

At this point in the meeting, Item 9 was taken before Item 8 but for the purposes of the minutes the items are listed in original agenda order.

8. Board Monitoring

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

KPIs

- Safety data reporting will be improved once a tool is in place to measure more targeted statistical information. A measurement tool should be available by the end of 2019.
- Members preferred the presentation of the KPI table however they requested that the reporting of

exceptions be included in future papers.

- They asked the author to highlight areas of concern within the Executive Summary.

AP: Governance Team to ensure both noted points in relation to the presentation of KPI data are included in future Board Monitoring papers.

9. Digital Update

Helen Murray, Chief Digital Officer and Mike Bobbett, Interim Chief Digital Officer joined the meeting to present the Digital Update.

i) Digital strategy update and progress on 3 key priorities

Mike Bobbett introduced a paper which provided the Board with an update on progress made against the 3 current key digital priorities and where the team are in delivery. Mike confirmed that the 3 priorities are;

- Digital tools to enable programme planning;
- UK Headquarters productivity tool set; and
- data integration.

Mike advised that primary support was currently being given to Programme of Work 1 as progress continues at pace.

The following comments were given following discussion on the details within the accompanying paper;

- Agile working methods have been adopted very successfully by both staff and those volunteers involved in the initial phases of Programme of Work 1.
- Webinars will be put in place for volunteers in the coming months, particularly as we learn more from other projects.
- Project Managers are mindful of the interdependencies between each Programme of Work.
- The Association will ensure GDPR methodology is embedded in all digital project planning. This will be particularly important in the roll out of Office 365 in 2019.
- In relation to the execution of programme planning, it was confirmed that a parallel piece of work to ensure Leaders are skilled to deliver the new programmes would be undertaken. The Chief Operating Officer advised that this piece of work would also need to ensure the training includes resilience in the face of change.
- Mike advised that work will begin imminently to commence the discovery phase for Office 365, which importantly includes the roll out of processes for Scouts.org.uk owned email addresses for key volunteer roles within the organisation (where not already in place). The discovery phase is anticipated to take 6 weeks with the highest risks to be reviewed first (particularly email addresses). The Operations Committee and Information Governance Group will have oversight of this work as it progresses.

10. Board Size and Composition

The Vice-Chair introduced a paper which provided the Board with recommendations to progress the consultation with Council regarding the size and composition of the Association's National Board of Trustees.

AP: Governance Team to ensure the results of the pulse survey undertaken in February are shared with the Board of Trustees in March 2019.

11. Budget Envelope 2019/20

The Chief Financial Officer introduced a report which was taken as read detailing the projected budget envelope for 2019/20.

The CFO explained that the report shows a direction of travel for the preparation of the budget which will be presented to the Finance Committee in February. This overall envelope was presented to the Finance Committee to ensure that we agreed the basic principle before the Senior Leadership Team develop the final budget. Focus has been given to the income to set the envelope as we intend to deliver a balanced budget over the life of the strategy. She explained that we may have surplus and deficits over some of the years as the work takes place and some Programmes of Work such as the Digital Programme which may defer some work from one year to the next.

The following points were raised by members;

- The paper will be presented to the Finance Committee in February 2019 and intends to deliver a balanced budget over the next 5 years.
- It was advised that negotiations with the Nations regarding membership fees have yet to be concluded. Although a general agreement with principles had been reached, it is likely that discussions will not conclude in time for 2019/20's budget and it would be more likely to start in budget year 2020/21.
- In relation to the pension deficit, it was advised that the Association's contributions will not change next year as the sums paid were agreed at the 2016 triannual valuation. The rates may change as a result of the next Triannual valuation from March 2019, which would be agreed during the next year. The deficit recovery plan is in place for a longer period and work is being undertaken to look at ways of making the administration of the fund more efficient.

Once amendments have been made as detailed within the minutes of this meeting, the Board **APPROVED** the budget envelope for 2019/20.

12. Extra-ordinary European Conference March 2019. Delegation composition and delegation of authority on proposed resolutions.

The UK Chief Commissioner introduced a paper which was taken as read.

The following recommendations were **APPROVED** by the Board of Trustees.

1. The International Commissioner and a young person (from the UK Rep Pool) from the UK delegation to attend the extraordinary meeting of the European Scout and Guide Conference on the 29th March. The Board were asked to note that both will be attending the European Scout Symposium as well so there are no additional travel costs.
2. The delegation is empowered to act in the best interests of The Scout Association at the extraordinary meeting.
3. The delegation will reflect, at the meeting, The Scout Association's support for the changes to the constitution of the European Scout Region.

13. Board and Committee Calendar 2020

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

It was noted that there may be some slight amendments to the Finance Committee and Staffing, Salary and Remuneration Committee dates (to be separately advised by the Chairs of each committee) however;

The Board of Trustees **APPROVED** the proposed 2020 Board and Committee Calendar.

14. AGM 2018 Minutes

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

Two amendments were noted as follows;

- Please add 'TSA Trustee' under Tim Kidd's role description
- Under section 1, Welcome and Introductions, please amend date from 2017 to 2018 in the second paragraph detailing Ann Limb's opening words.

AP4: Governance Team to make two amendments to the 2018 AGM minutes before publication.

The Board of Trustees **APPROVED** the minutes of the 2018 AGM.

15. Charity Commission Annual Return

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

One addition to the detail was agreed as follows;

- Company Secretary to add in a list of countries the Association operated in during the period 2017/18.

AP5: Company Secretary to add additional information to the Charity Commission Annual Return before submission.

The Board of Trustees **APPROVED** the Charity Commission Annual Return.

16. Harpenden Enquiry Update

Sue Harris introduced a paper, which was otherwise taken as read which provided the Board with a summary overview on the Operations Committee commissioned learning enquiry following the Harpenden case in March 2018.

17. Gilwell 100 Update

The Heritage Services Manager joined the meeting to provide a short presentation on the development of the project vision and aims to celebrate the centenary year of Scouting arriving at Gilwell Park and the creation of the Wood Badge Leader Training Programme. The Centenary year commences in 2019.

The Board gave thanks for an informative presentation and wished the project well as it progresses over the coming year.

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

The Board noted the reports.

The Chief Executive added two notes following the recent appointment of two senior members of staff;

- Vicky Grieg has been appointed as Head of People and Culture. Vicky has been with the Association as Interim Head of People since June 2018. She brings a wealth of experience to the role.
- Ramjot Dhaliwal has been appointed as Head of Finance after holding the position of Deputy Head of Finance for the last two years.

The Chief Executive advised that 6 Early Years units have already been opened which is fantastic progress in the Association's ambition with this exciting project. It was also advised that it is likely The Scouts will be mentioned positively in the Secretary of State's speech about character and resilience in February.

19. Any other business

A private minute, strictly confidential to Trustees, Team UK and the Senior Leadership Team (SLT) regarding two of the three noted additional items of business is recorded in a separate document.

19iii. Recruitment of Appointed Trustee with safeguarding expertise

Board members were advised by the Company Secretary that Frances Craven, who is an appointed Trustee and Chair of the Safeguarding Committee, has indicated that she will not be putting herself forward for a second term of office once her first term expires in September 2019.

Our usual process is to ask the Nominations and Governance Committee to review the skills matrix and recommend to the Board the skills we should be looking for when searching for a new appointed Trustee. However due to the need to start this search as soon as possible the Board are asked to consider approving the search for a Trustee with Safeguarding expertise who is also competent to chair the Safeguarding Committee.

The Board **APPROVED** to start the process of recruitment of an appointed Trustee with Safeguarding expertise.

20. 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 0	Score of 1 x 0
Score of 2 x 14	Score of 2 x 6
Score of 3 x 2	Score of 3 x 0
Score of 3.5 x 1	Score of 4 x 0
Score of 4 x 0	Score of 5 x 0
Score of 5 x 0	

Feedback from the Board included;

- The Board Development Session was very well received and thought provoking. Good discussion was had which supported later review of the size and composition of the Board in the future.
- It would be a better use of time if paper content is not reviewed again as part of presentations.

The Board also noted their congratulations to those listed in the New Year's Honours 2019 (Item 22).

Items 21-30 were starred items taken as read without discussion.

21. Portfolio, Programme and Project Management Report
22. New Year's Honours 2019
23. Risk Committee Minutes: October 2018
24. Nominations and Governance Committee Minutes: December 2018
25. Finance Committee Minutes: September and November 2018
26. Operations Committee Minutes: September and December 2018
27. Scouts Scotland Board Minutes: August and October 2018
28. Scouts Northern Ireland Minutes: September 2018
29. ScoutsCymru Minutes: September 2018
30. Board Forward Planner

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