

BOARD OF TRUSTEES

Minutes of a meeting held on Tuesday 5 October 2021

At Mansfield Traquair Centre, Edinburgh, and by zoom

Present James Adams, Andrew Burns [Convener], Becky Duff, Manish Joshi, Adam Lang, Pauline Lunn, Kenneth Pinkerton

Apologies Sean Duffy, Fiona Gillespie, Theresa Shearer

In Attendance Anna Fowlie, Tim Hencher, David McNeill

With Steven Morton [secretary]

1 Welcome and apologies

The Convener welcomed everyone to the meeting and noted the apologies.

1.1 Conflicts of interest

There were no conflicts of interest declared.

2 Governance Code – discussion on principle 4

The report from the discussion is attached at Annex 1.

2.1 Governance Action Log

Paper 2.1

The log was **noted**.

3 Minutes of previous meeting

3.1 *Paper 3.1*

The minutes of the meeting held on Tuesday 8 June 2021 were approved.

SM

3.2 *Paper 3.2*

The public minutes of the previous meeting were approved and would be published on the web site.

SM

3.3 Matters arising and action log

Paper 3.3

There were no matters arising that were not covered on the agenda.

Action logs

The log was **noted**.

Policies

It was **noted** that these revised policies related to issues identified in the action logs.

- *Code of Conduct*

It was agreed that the code should be revised so that paragraph 4 set out an expectation that trustees attend at least 75% of meetings in a year, and a process for sanctions for breach of the Code should be included as a separate item. AF

- *Registration of interests and managing conflicts*

It was agreed that the policy should be amended to clarify that a member with a declared interest could, in certain circumstances, be allowed to participate in discussions even where not allowed to participate in decision-making, and that reference should be made to the relevant clauses within the constitution.

AF

General

It was agreed that both policies would be brought back to the Board in December.

AF

4 2020/21 Financial statements

4.1 Audit findings report

Paper 4.1

Tim Hencher drew the following to trustees' attention:

- the auditor had stated that the audit was satisfactory and unqualified;
- no adjustments were recommended;
- unadjusted items [page 9] were not material.

Trustees **noted** the report.

4.2 Report and financial statements 2020/21

Paper 4.2

It was **noted** that the increase in restricted funds reported on the balance sheet [page 20] had arisen from the requirement to recognise income – primarily from Scottish Government – prior to the expenditure being incurred. Note 13 [page 34] and the narrative in the report [page 7] set out the details of this.

Trustees agreed the report, subject to minor typographic amendments.

TH

4.3 Letter of representation

Paper 4.3

Trustees approved the letter and authorised the Convenor to sign and return it to the auditor.

TH/AB

5 Membership update

The report was **noted**, and trustees welcomed the significant growth in membership, particularly amongst smaller organisations.

6 Governance

6.1 Elections

It was **noted** that three nominations had been received and that, therefore, there would be a contested election for the two vacancies on the Board.

With a particular view to improving diversity on the Board, Trustees were asked to further publicise the elections prior to the closing date for nominations [29 October].

ALL/SM

6.2 Re-appointment of co-opted trustees.

Paper 6.2

Kenneth Pinkerton withdrew from the meeting for this item.

It was **noted** that three co-opted trustees – Sean Duffy, Fiona Gillespie, and Kenneth Pinkerton – would reach the end of their first three-year term of office at the forthcoming AGM, but were eligible for re-appointment.

Recognising the contribution that all three had made since their appointment, and the continuing need for their specific expertise and experience, trustees agreed to their re-appointment as recommended by the Convenor.

AB/AF

6.3 AGM 2021 – draft agenda

Paper 6.3

The draft agenda was agreed.

SM

6.4 **Nomination and Remuneration Committee – *draft terms of reference*** *Paper 6.4*

Trustees considered the draft and reflected on the purpose of the committee.

In discussion the following points were agreed :

- **the matters identified as being within the proposed committee's remit were more properly considered at full meetings of the Board;**
- **the specific arrangements for the nomination and/or recruitment of trustees and the Chief Executive would be best addressed by the establishment of an ad hoc Selection Committees as necessary;**
- **any such ad hoc committee should have an independent chair who was not a trustee, and include at least one trustee who had been elected to the Board by the membership.**

AB/AF

It was further agreed that proposals for such a Selection Committee should be brought to the Board in December to facilitate the appointment of a new co-opted trustee when Theresa Shearer's term finishes at the AGM.

AB/AF

Matters relating to remuneration would be brought to the full Board.

7 Strategic Resources Committee

It was **noted** that the meeting had discussed the audit – with the auditor in attendance, the Q1 financial report, and the risks associated with the likely ending of the CJS programme.

The committee had also considered SCVO's role as a landlord, and the prepared a paper for trustees.

7.1 Property *Paper 7*

The paper was **noted**, along with the recommendation from SRC that the Board establish the purpose for SCVO's continued ownership of property.

After careful consideration of the issues raised in the paper, it was agreed that SCVO's role as a landlord providing accommodation to the sector supported/aligned with the organisation's mission, and that this should be the primary purpose for owning property. It was also agreed that property was an income generator and at the very least should not make a loss.

TH

It was further agreed that SCVO should continue to develop its property offer to ensure that it met the needs of the sector, and that SRC should continue to monitor the financial and associated risks as part of its remit. FG/TH

8 Strategic Development Committee

It was **noted** that the meeting had focused on the proposed revisions to the membership criteria, and prepared a paper for trustees.

8.1 Membership criteria

Paper 8

The paper was **noted**, along with the recommendations from SDC that the Board amend the criteria with regard to religious organisations, and that a working group be established to review the criteria further and develop a values statement.

Recognising the legal advice and the potential risk to the organisation under the Equality Act, it was agreed to remove the reference to religious organisations in the existing criteria immediately.

DM

It was further agreed that a working group be established as recommended to develop a values statement, and that proposals be brought to the Board in December. Adam Lang agreed to be a member of that group.

DM

9 Strategic Plan 2019-22

Paper 9

Trustees welcomed the report, **noting in particular** the depth and range of activity that the staff were currently engaged in.

10 People Strategy – progress report

Trustees welcomed the report, **noting in particular** the positive impact that the strategy was having across the organisation and recognising the significant commitment of the staff team to delivering this programme of work.

11 Risk

No new or changed risks were identified in the meeting.

12 AOCB

There was no other competent business to consider.

11 Next meetings

The next meeting will be on Tuesday 7 December at 13.00, which will be followed by the 2021 AGM.

All

11.1 2022 meeting calendar

It was agreed to amend the calendar so that the second meeting of trustees in 2022 would take place on Tuesday 5 April, and circulate a revised paper accordingly.

All/SM