

BOARD OF TRUSTEES**Minutes of a business meeting held on Wednesday 13 February 2019 held at the Mansfield Traquair Centre, Edinburgh**

Present Andrew Burns (Convener), Becky Duff, Fiona Gillespie (Treasurer), Sean Duffy, Adam Lang, Kenneth Pinkerton, Theresa Shearer, Eliot Stark, Brook Marshall

Apologies Graham Curran, Michelle Carruthers

In Attendance John Downie, Anna Fowlie, Tim Hencher, David McNeill

1 Welcome and apologies

Andrew Burns welcomed everyone to the meeting, and noted the apologies.

The Convenor confirmed that Graham Curran had submitted his resignation from the board but had offered to provide ad hoc advice on IT and digital matters if necessary. The Convenor and the Chair of FARC recorded their thanks for the great contribution he had made during his time on the board.

The Convenor also noted that this would have been John Ferguson, Director's last board meeting before his retirement. Unfortunately, he had been unable to attend but the board recorded their thanks to John for his long service with SCVO.

2 Minutes of previous meeting

Paper 2

The minutes of the meeting held on Thursday 22 November 2018 were approved.

SM

Minutes for Publication

Paper 2a

The redacted minutes of the meeting held on Thursday 22 November 2018 were approved for publication.

SM

Matters arising and Action Log

Paper 2b

The first item on the action log (13/11 9) to be updated to reflect the current position: *Follow-up to members who had resigned to be included in report on membership to the next board meeting.*

The proposals to revise the constitution would be brought to the next board meeting. In the meantime, it was agreed that the Vice Convenor would be named as the Board contact under the Whistle-Blowing Policy. It was also agreed that the vacancy for an elected trustee would be held vacant until the normal election cycle prior to the AGM.

Subject to the change noted above, the Action Log was **noted**.

SM

3 Report from FARC

- 3.1 Meeting of FARC held on 6 February 2019
Papers for this meeting had been posted to SharePoint.

Eliot Stark reported on discussions at FARC.

Staffing

There had been a closed session at the start to discuss a report from the Chief Executive on risks associated with the staffing restructure.

Property

A Property Strategy had been agreed and plans in relation to SCVO buildings were on track.

Cyber Security

The committee has a cycle of “deep dives” into particular issues. This time it was cyber security. The Committee expressed their appreciation to Alastair Dutton, Head of IT, for his thorough and reassuring presentation.

Finance

The Q3 position was positive, showing a small projected surplus.

Trustees were satisfied with progress on the budget for 2019/20, noting that this would be submitted for approval to the next meeting of the Board.

Pensions

Detailed papers had been discussed, particularly the implications of being part of a “last man standing” scheme.

Risk

TH confirmed he had approached the auditors to support SCVO with implementing a refreshed risk management process, including training sessions for staff. That would include looking at risk appetite and risk velocity. Trustees welcomed the bottom-up approach to embedding risk awareness in the organisational

culture. Future committees would look in depth at GDPR and financial controls.

Action: risk register to be uploaded to the Board area on SharePoint.

- 3.2 The Board discussed the membership of FARC; Graham Curran's resignation left an immediate vacancy, and both Michelle Carruthers and Eliot Stark's terms were coming to an end, which would leave only Fiona Gillespie. Becky Duff had expressed an interest and it was agreed she would become a member. Others agreed to consider taking it on.

4 **Brexit**

FARC had considered a paper on the possible implications of a "No Deal" Brexit for SCVO as an organisation. It was included in the papers made available to all trustees on SharePoint. Eliot Stark confirmed FARC had considered it fully and agreed that it was useful to see all the risks identified and have assurance that senior managers were engaged. However, it was also clear there was little that could be done to mitigate the risks, and that uncertainty was a risk in itself.

Although it wasn't considered at FARC, trustees also discussed the possible implications for the wider sector, particularly the impact of the economic downturn on pensions and charitable giving, the settled status scheme, and workforce. They noted that SCVO was looking at the range of toolkits currently being produced with a view to producing something specific for the sector, or signposting to what is already available.

Action: Brexit to be added to the risk register.

TH

5 **Directors' Report**

Anna Fowlie introduced the report, highlighting in particular the more comprehensive coverage of Community Jobs Scotland and the successes it demonstrated.

The main issues discussed were:

- Supporting the sector in engaging with Integrated Joint Boards
- The importance of HR metrics

Actions:

A bench-mark staff survey to be conducted before the restructure

HR metrics to be reported periodically to FARC and escalated to the board if necessary.

TH

6 New members and resignations

Applications for membership

Papers 6.1

Applications were **approved**, and trustees particularly welcomed the return of members who had previously resigned.

Report of resignations

Paper 7.2

The Board **noted** the organisations that had resigned from membership of SCVO.

The Board discussed membership criteria, and how the policy related to the constitution. Anna Fowlie advised that a paper would come to the next board meeting proposing a new, simplified membership structure and the current criteria would be included with that report.

A full review of membership benefits would take longer.

BD suggested we consider whether there was any support SCVO could offer to organisations leaving for financial reasons.

KP asked about Goodmoves' approach to advertising for trustee positions.

Action:

A report on membership to be brought to the next meeting of the Board

AF

Where available, the organisation's charity number would be included with future membership applications.

SM

TH to review how membership profile information is presented to the Board, eg including trends.

TH

AF to confirm Goodmoves' approach to advertising trustee openings

AF

8 AOCB

It was agreed that following meetings of FARC, key risks should be highlighted to the next meeting of the Board.

TH

It was agreed that trustees would take responsibility for notifying officers if they were not able to attend a scheduled meeting. They

should not be asked to confirm their attendance.

SM

John Downie reminded trustees about the Gathering and looked forward to as many attending as possible. Trustees confirmed they were happy to make connections, build relationships with particular stakeholders or whatever was appropriate.

9 Future meetings

- 9.1 The date of the next board meeting was changed to **28 March 2019** at 12.30 for a 1 pm start to accommodate trustees' availability and to ensure the budget and strategic plan were agreed before the start of the new financial and reporting year.
- 9.2. The board away-day on 11/12 June would include time for a formal board meeting. A venue outside Edinburgh was suggested.
- 9.3. The meeting calendars for 2019 and 2020 would be corrected and recirculated, including a similar change of the April board meeting to March in 2020.

SM