



## BOARD OF TRUSTEES

### Minutes of a business meeting held on Wednesday 12 February at SCVO, Mansfield Traquair Centre, Edinburgh

<b>Present</b>	James Adams, Andrew Burns (Convener), Becky Duff, Fiona Gillespie, Manish Joshi, Adam Lang, Pauline Lunn, Brook Marshall, Kenneth Pinkerton
<b>Apologies</b>	Sean Duffy, Theresa Shearer
<b>In Attendance</b>	Anna Fowlie, Tim Hencher, David McNeill
<b>With</b>	Steven Morton (Secretary)

#### 1 Welcome and apologies

Andrew Burns welcomed everyone to the meeting, particularly the three new trustees – James Adams, Manish Joshi, and Pauline Lunn – who were attending their first meeting following last year's elections.

#### 2 Conflicts of interest

There were no conflicts of interest declared.

#### 3 Minutes of previous meeting

##### 3.1 Paper 3A

One amendment was noted:

6 – Pension deficit risk to be corrected to clarify that this is *likely* to fall given the drop in probability of it crystallising.

SM

Subject to the above amendment, the minutes of the meeting held on Wednesday 4 December 2019 were approved.

SM

##### 3.2 Paper 3B

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

SM

##### 3.3 Matters arising

There were no matters arising.

- 3.4 **Action Log**  
*Paper 3C*  
 The log was **noted**, and trustees were reminded to return their Skills Audits. **All**
- 4 **Membership update**
- 4.1 **New and resigning members**  
*Paper 4*  
 Trustees **noted** the new, returning, and resigning members.
- It was agreed that contact should be made with organisations that were currently part of a 'group' membership – NUS, CAB, etc – and ensure that they were transferred. **DM**
- In discussion it was suggested that there would be a benefit in capturing the primary reason for joining at the point of application. **DM**
- 4.2 **Membership – UK wide charities**  
 Trustees discussed what SCVO could offer to UK-wide organisations with a Scottish presence. It was suggested that staff should explore options with regard to services such as intelligence/contacts, recruitment – including 'outsourcing' back room services from London – and support for engaging with Scottish Government. **DM**
- 5 **Corporate governance**
- Strategic Risk Register**  
*Paper 5*  
 Time Hencher introduced the paper, noting that the register had been reviewed by FARC and no changes made.
- However, the Scottish Government had now advised SCVO of changes to funding for Community Jobs Scotland which may affect the impact score for this area of work. Staff are working to amend the programme to mitigate this.
- In discussion it was **noted** that :
- The risk of Brexit should be reviewed; **TH**
  - The positive move on the SVSPS pension scheme was likely to be reflected in the register later this year;
  - The register should be revised to differentiate between strategic and operational risks to facilitate long term planning; **TH**

- The forthcoming risk awareness and appetite training, for staff and trustees, would assist the Board in establishing what degree of risk is considered tolerable.

## 6 Update from Finance, Audit, and Risk Committee [FARC]

Meeting of FARC held on 6 February 2020

*Papers for this meeting had been posted to sharepoint*

Fiona Gillespie reported on discussions.

It was noted that the committee's terms of reference were being reviewed and would be submitted to the Board for approval. The intention was to widen the remit of FARC to encompass non-financial resources such as property and staff, and increase the focus on sustainability of income.

TH

*Brunswick House, Glasgow*

It was noted that discussions were continuing with the developer regarding the property.

*Property*

It was noted that a review of all properties was being undertaken to establish the likely costs of any necessary refurbishments.

*Risk*

It was noted that safeguarding of children and vulnerable adults was not recognised in the risk register, but trustees were satisfied that the necessary policies and procedures were in place, and that SCVO staff had only limited involvement with these groups.

## 7 Update from Strategic Development Committee [SDC]

It was noted that there had not been a meeting of this committee since the last Board.

David McNeill reported on activity.

- The review of membership would form part of the agenda at the 2020 Board Awayday in June;
- Changes to the format of The Gathering would be proposed for 2021 with the aim of developing the event as part of SCVO's strategic marketing and reallocating the fixed costs accordingly;
- The programme of business development work was being reviewed to establish short, medium, and long term strategies.

## 8 Thematic discussion on governance

### Scottish Governance Code for the Third Sector

Tracey Bird [Information Officer] introduced the Scottish Governance Code for the Third Sector, and the SCVO Good Governance Checkup. Kenneth Pinkerton then outlined the Roles & Responsibilities of a trustee.

In discussion trustees identified the following as part of their role, recognising that this would change from time to time to reflect the specific circumstances;

- challenging and testing the executive staff;
- providing support and advice to executive staff;
- engaging with SCVO outwith the formal meetings;
- promoting SCVO – an ambassadorial role;
- acting in the best interests of the charity.

It was noted that the future of the Governance Forum was currently being reviewed, and that there was the possibility of SCVO taking ownership of the Code.

It was agreed that the trustees would review the operation of the Board by considering one of the five principles at each meeting, starting with board behaviour.

AB/AF

## 9 Directors' Report

### *Paper 9*

Trustees noted the report.

## 10 Civil Society Futures

### *Paper 10*

Anna Fowlie introduced the report, which outlined the work that had been undertaken to date in designing the proposed civil society inquiry.

AF agreed to keep trustees informed of progress.

AF

## 11 Risk

No new or changed risks were identified in the meeting.

**12 AOCB**

12.1 It was suggested that consideration be given to using SCVO Toolkits internally, and reporting on self-assessment exercises to the Board.

**DM**

12.2 It was noted that the SCVO Policy Forum would launch its Manifesto at The Gathering, and that copies would be posted to sharepoint.

**13 Next meetings**

The next meeting would be on **Wednesday 25 March 2020** in Glasgow.

**All**

It was noted that a schedule for 2021 would be prepared and that:

- Board meetings would be moved to Tuesdays;
- the budget meeting would be brought forward to facilitate discussion;
- there would be four Board meetings plus the awayday.

**SM**