

BOARD OF TRUSTEES**Minutes of a business meeting held on Wednesday 9 October at SCVO, Mansfield Traquair Centre, Edinburgh**

Present Andrew Burns (Convener), Michelle Carruthers, Becky Duff, Fiona Gillespie [*by telephone*], Kenneth Pinkerton, Theresa Shearer, Eliot Stark

Apologies Sean Duffy, Brook Marshall, Adam Lang

In Attendance Anna Fowlie, Tim Hencher, David McNeill

With Steven Morton (Secretary)

1 Welcome and apologies

Andrew Burns welcomed everyone to the meeting, noting that this was the first meeting under the new agenda format, and that items 6 [Finance, Risk & Audit Committee] and 7 [Strategic Development Committee] would be exception reporting.

2 Conflicts of interest

There were no conflicts of interest declared.

3 Minutes of previous meeting

Paper 3A

The minutes of the meeting held on Wednesday 12 June 2019 were approved.

SM

Paper 3B

Two amendments were **noted** :

6.2 – to be redrafted to better reflect the Board’s intention to seek to increase the diversity of trustees and improve its effectiveness;

8.2 – to be stopped at ‘goodmoves’, and the remainder of the paragraph deleted.

Subject to the above revisions, and the approval of the Convener with regard to 6.2, the public minutes of the previous meeting were approved and would be published on the web site.

SM

It was **noted** that consideration would be given to the routine publication of Board papers, subject to the redaction of sensitive or personal information, potentially in a 'members only' area of the web site.

AB/AF

Matters arising

There were no matters arising.

Action Log

Paper 3C

The log was **noted**.

4 New members and resignations

Papers 4 and 4A

Trustees **noted** the significant number of new, and returning, members, and that the resignations were mainly related to organisation closures.

4.1 Applications for membership

It was **noted** that further information regarding public benefit was required regarding one applicant ~~5639 [IBERODOCS]~~ before a decision could be made.

It was agreed that the final decision should be delegated to officers, once clarification had been received.

DM

Subject to the above, the applications were approved.

DM

4.2 Report of resignations

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

DM

5 Corporate governance matters

5.1 Revised constitution

Paper 5A

Kenneth Pinkerton introduced the paper.

~~It was agreed that:~~

~~▪ Clause 11.2 – supporters would have no rights;~~

~~▪ Clause 25 – to be amended to reflect the recommendation from SDC that approval of applications for membership be delegated to officers [see 7 below];~~

~~▪ Clause 29 – supporters would pay no fees;~~

~~▪ Clause 107 – the Honorary President would be appointed for a term of three years, with a possible further three year term thereafter KP~~

It was agreed that the revised draft constitution would be submitted to members at the forthcoming AGM with the recommendation that it be adopted.

AF

5.2 Village Halls

Paper 5B

It was agreed that the assets of the Maxwell Memorial Hall Trust could be reassigned to the Maxwell Memorial Hall Kirkgunzeion SCIO as requested.

TH

Following discussion, it was also agreed that future applications for a transfer of assets from organisations funded under the former 21st Century Halls for Scotland Programme would be delegated to officers, subject to formal reporting to the Board.

TH

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

Meeting of FARC held on 29 September 2019

Papers for this meeting had been posted to sharepoint

Eliot Stark reported on discussions, noting that the main topic had been the audit report, which had been unqualified, and that the standard of reporting continued to improve.

6.1 Financial statements

Papers 6.1A and 6.1B

Tim Hencher introduced the report, ~~noting that:~~

- ~~▪ note 6 – Termination Payments – declared staff settlements;~~
- ~~▪ note 23 – Post Balance Sheet events – declared the sale of Hayweight House.~~

Trustees welcomed the report :

- **noting** that it was overall a positive outcome for the year;
- **noting** that accounts would be published on the website prior to the forthcoming AGM;
- **agreed that a comms response should be prepared in advance of publication to address any enquiries arising from note 6 as mentioned above.**

TH

It was also agreed that the Letter of Representation / Confirmation of going concern would be circulated to Trustees for approval prior to the sign-off of the accounts by the Convener.

TH

7 Update from Strategic Development Committee [SDC]

Meeting of SDC held on 2 October 2019

Papers for this meeting had been posted to sharepoint

Theresa Shearer reported on discussions.

Recommendations

It was agreed that the approval of applications for membership would be delegated to the Chief Executive, subject to established criteria and referral to the Board of exceptions.

DM/AF

8 Progress on Strategic Plan – SCVO’s role as a fund manager

Paper 8

Anna Fowlie introduced the paper, noting that the intention was to explore with Trustees the desirability of expanding and formalising SCVO’s existing work as a fund manager in a strategic, planned manner.

In discussion it was **noted** that :

- SCVO had developed appreciable experience in effective fund management, and officers believed it had developed credibility with funders;
- formalising SCVO’s role would allow staff to build further ‘added value’ into the organisation’s offer in terms of building capacity in the sector and providing support to grantees;
- SCVO should undertake stakeholder engagement, both with members and others, to establish the level of interest for such an initiative;
- such a development would help SCVO mitigate the financial risk that would arise from the loss of CJS funding, and that officers continued to keep this matter under review.

It was agreed that further work should be undertaken to build a realistic offer, ~~potentially around the expected Scottish Government Employability Fund~~, before the Board reached a final decision. However, in principle, Trustees were supportive of the proposal and direction of travel.

AF

9 Thematic discussion on governance**9.1 Governance check up**

Paper 9

Trustees welcomed the report, and the proposal to use the SCVO Governance Code as a tool for improving the effectiveness of the Board.

In discussing trustees' skills to recognise the loss of two long-standing trustees in time to feed into the publicity around nominations for this year's election, it was **noted** that the following areas of expertise would be particularly useful:

- managing volunteering;
- working outwith the central belt;
- ITC/digital;
- service user/lived experience.

It was agreed that :

- **the skills audit should be circulated to Trustees for completion;** SM
- **Trustees should use their networks to encourage people to stand for election, particularly in the areas of expertise highlighted above, with support from SCVO comms;** All
- **consideration be given to inviting 'experts', both internal and external to SCVO, to attend Board meetings for specific discussions where necessary;** AB/AF
- **the induction programme should be used for the next intake of Trustees, and reviewed thereafter;** AB/AF
- **Trustees should use the Governance Code as a focus for the ongoing review of the Board's effectiveness, and that one principle in turn should form the focus of a presentation and discussion at each meeting.** AF

9.2 SCVO's wider role

It was **noted** that SCVO was currently undertaking work with members to promote the Governance Code and to encourage 'best practice' in the sector, but that there was the opportunity to expand this, potentially to include a form of 'kitemark' or some recognised quality assurance mechanism

It was agreed that further work on the programme that could be offered should be undertaken, including the extent to which it would be restricted to members.

DM

10 Directors' Report

Paper 10

Trustees **noted** the report.

11 Risk

No new or changed risks were identified in the meeting.

It was agreed that a report, highlighting new and significantly revised risks, would be made to each Board meeting.

TH

12 AOCB

12.1 Trustees **noted** that the one-to-one meetings with the Convener in 2020 would be held as follows :

- new Trustees – January/February and September;
- existing Trustees – September.

12.2 It was **noted** that reporting from sub-committees would be improved to ensure that recommendations were submitted to the Board in writing for future meetings.

DM/TH

13 Next meeting

The next meeting would be on **Wednesday 4 December** in Edinburgh, and would be followed by the 2019 AGM, venue to be confirmed

All