

**APPROVED DRAFT MINUTES OF A MEETING OF  
THE BOARD OF THE SCOUT ASSOCIATION HELD ON 5 DECEMBER 2015 AT BADEN  
POWELL HOUSE**

**Trustees Present:**

Ann Limb (Chair)	Stuart Howells (Chair of Risk Committee)
Wayne Bulpitt (UKCC)	Liz Jack
Sally Cantello (Chair of SSR Committee)	John Kennedy
Byron Chatburn (Chair of Operations Committee) <sup>2</sup>	Colin Lammey <sup>1</sup>
Gareth Davies	Jake Myatt
Fi Durrant J	Ashley Russell
Nicola Gamlen	Jane Simpson
Matt Hyde (Chief Executive)	Lexie Sims

**Trustees Prevented:** Gordon Boyd (Chair of Finance Committee)

**Invited Adult Volunteers:** Hannah Kentish (UK Youth Commissioner)

**Staff in Attendance:** David Hamilton (Director of Communications)  
Mark Hislop (Director of Commercial Services)  
Ross Maloney (Director of Scouting Operations)  
Lindsay Sartori (Director of Finance and Support Services)  
Judeth Neville (Charity & Company Secretary)  
Margaret Giles (Minuting Secretary)  
Alexis Cheshire (Chief Information Officer - CIO) (Up to and including agenda item 13)

**1. Welcome, introductions and Good Governance Code**

The Chair welcomed all Trustees and staff to the meeting. She advised that Paper 1 introduces the key principles of the Good Governance Code and that meetings were planned to ensure compliance with this Code.

**2. Trustees Prevented**

Gordon Boyd is prevented from attending by a holiday which had been arranged some time ago.

**3. & 4. Declaration of any other business and of any conflicts of interest**

None were declared by Trustees.

**5. Reflection led by Nigel Hailey**

The meeting opened with a reflection on the true meaning of Christmas and the importance of remembering the role of Trustees within Scouting.

**6. Minutes of the meeting held on 26 September 2015**

It was noted that in appendix 2 one Trustee was referred to as "Youth Trustee" and others were not. The Board:

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<sup>1</sup> Present for Agenda items 1-15.

<sup>2</sup> Present for Agenda items 1-18

- **AGREED** that in the future the word “Trustee” should be used for all, without the addition of “Youth”
- **APPROVED** the Minutes (subject to the minor amendment mentioned above), including the confidential Minutes, and the Chair signed them as an accurate record of the meeting.

#### **7. Action Report: status of outstanding actions from all 2015 Board meetings**

The report was taken as read. The UKCC confirmed that the negative feedback about the AGM location and date had been minor and related to potential difficulties in travelling to the event.

#### **8. Board development plan and Board agenda forward plan**

The Chair introduced the paper. Points arising were:

- some Trustees found that receiving the papers as one PDF document made it difficult to find the correct papers quickly when reading them on a screen. Suggestions for alternative ways to deliver the paperwork were put forward
- whether the July Board meeting was the right time to discuss the appointment of Committee Chairs. It was noted that this was being considered earlier to avoid delay and to allow new Chairs to manage their diaries and note dates of meetings in advance.

**ACTION: Charity and Company Secretary to review alternative electronic paper delivery methods and report back at the next meeting.**

**Agenda items 9 and 10 are strictly confidential to Trustees and Senior Leadership Team and Minutes are recorded separately in Appendix 1. Agenda item 11 was discussed during the pre-meeting Trustee only session.**

#### **12. Portfolio, Programme and Project Management**

The Chief Executive explained that one purpose of the proposed framework is to decrease the risk of future project failure. In response to Trustee questions, he confirmed:

- that Senior Leadership Team has identified that staff learning and development is important in five areas (Digital, Project Management, Safeguarding, Scouting and Equality and Diversity)<sup>3</sup>. Learning and development proposals will go to SSR Committee next year
- the Portfolio Board would assess each project in order to decide priorities
- generic project management principles and methodology such as PRINCE 2 will be adapted for our individual context. We will be distinguishing between large and small projects and will engage a consultant to assist with this work

**ACTION: Charity & Company Secretary to note learning & development on SSR forward planner**

The Board:

- **APPROVED** the principles outlined in the paper.

#### **13. Digital Strategy 2016-2020**

The CIO gave a presentation, a copy of which is available to Trustees on request. In response to Trustee questions, the CIO:

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<sup>3</sup> Post meeting correction

- confirmed that the £1m was an indicative amount allocated to the Digital Strategy for each of the next three years would be to support extra projects, but that accurate numbers would be included in the 2016-17 budget
- acknowledged that a good engagement model was needed. Channels need to be created to allow members to feed in ideas and suggestions. The Board noted that there would be risks involved with certain types of engagement (e.g. social media) and that appropriate expectations would need to be agreed in advance
- noted the importance of ensuring that interactions with young people are done with safeguarding in mind
- confirmed that his team has the right skills to achieve the Strategy, including by managing contractors brought in to provide extra skills or resource when needed
- advised that it was still to be decided how TSA should capture youth data.

The Board:

- **APPROVED** the Digital Strategic Plan, the Recommendations numbered 1 to 9 in section 2 of the paper and in principle the Digital budget envelope in section 3 of the paper.

The Chief Executive thanked the CIO, Dimitri Van Kakum and Andy Lannin for their hard work and the amount of time they had given to this task.

#### **14. Commercial Strategy 2016-2020**

The Director of Commercial Services, Mark Hislop, introduced the paper and advised that the key summary of the commercial plan is to take our net contribution for Commercial activities from £5.3m in 2014/15 to £11m by 2020/21.

Key drivers are

- Scout Shops
- Unity
- Fundraising
- Conference centres
- Activity Centres

He outlined the main headlines of the strategy as follows:

- Grow Commercial Services net profit contribution from £5.3m to £11m
- Next 2 years is about People, Processes and agile innovation
- Years 3-5 acceleration of performance
- Cautious estimates for Fundraising
- Activity centre embed restructure and map out investment needs.
- Accelerate conference centres
- Scout Shops re engineer for growth
- Unity re engineer for growth

In response to a question from Hannah Kentish asking for reassurance that the uniforms had been ethically sourced, Mark Hislop advised that a meeting had been arranged with the main suppliers to determine this. Documentation is required from them to ensure the ethical background of the products.

**ACTION: Director of Commercial Services to update the March Board on this issue.**

It was also noted, following another comment by Hannah Kentish, that activity centres would like to increase non-Scout use, and that it would be important to make sure that they were of a good enough standard to attract external users

Stuart Howells asked if World Scout Shops Ltd were being considered as part of the strategy. Mr Hislop advised that there were challenges in this area, but it was being reviewed. The Board:

- **APPROVED** the proposals of this paper given that the first 2 years are about investment in people and processes and then onto accelerated growth in final 3 years of plan, delivered by driving a philosophy of continuous incremental improvement, coupled with innovation at every opportunity.

## **15. Finance Strategy and financial plans 2016-2019**

Lindsay Sartori, Director of Finance and Support Services, introduced the paper, and highlighted the key points as follows:

- The Finance Strategy Principles as previously agreed, with some slight modifications. These modifications are supported by the Finance Committee which met on 12 November.
- Clearer Financial Plans for the next 3 years, with current assumptions identified
- Using the above, an estimated reserves position to the end of March 2019 demonstrating what our reserves might look like at that date when compared to our Reserves Policy.
- The approval of the Finance Strategy within this paper will provide **a budget steer** for the Senior Leadership Team as they prepare the 2016/17 Budget.

There was some discussion about whether the Board was happy with the conservative figures shown for membership fee income. The Board noted that this is a finance strategy and needs to be conservative. John Kennedy reminded the Board that this strategy will be reviewed annually.

In response to a question, Lindsay Sartori advised that the next DB Pension Scheme triennial valuation would be prepared as at 31 March 2016 (available later in the year), and would provide an updated view on the status of the scheme deficit.

In response to a question Lindsay Sartori confirmed that the financial envelope for digital development would be used for any replacement for Compass as necessary. The Board:

- **APPROVED** the Finance Strategy and estimated 3 year Financial Plans.

## **16. 2016-2017 Operational Priorities and Portfolio Plan**

The Director of Scouting Operations outlined the key points of the paper, which was taken as read.

He confirmed that the "Operational Priorities" were not listed in order of perceived priority: they are all optional with the exception of Safeguarding and Programme, which are TSA's top priorities. The next step will be for this list of priorities to go to the UKCC team meeting, and then the Operations Committee, in January before coming back to the Board in March 2016.

The Board:

- **APPROVED** the headline operational priorities for the 2016/2017 business year in conjunction with the draft 2016/2017 budget (presented as part of the 3 year financial plan).

#### **17. TSA Risk Management Update**

The Chair of the Risk Committee introduced the paper and explained the work in progress to refresh the approach to risk management within TSA. He also updated the Board on the recent review by the Chair's Consultative Group (CCG) of the four Board owned risks. He noted that the risk which the CCG recommends be "retired" will nonetheless feature in the Senior Leadership Team review next year and therefore would reappear if it was considered to still be a key risk.

The Board:

- **NOTED** the work in progress to refresh the risks identified as part of TSA's Risk Management Framework and that a refreshed risk dashboard and risk templates will come to the March 2016 Board.
- **NOTED** the CCG recommendations as to the four Board owned risks
- **APPROVED** the CCG recommendation that one of those risks ("failure to establish robust tactical action plans") be retired from further consideration.

#### **18. AGM 2015: draft minutes**

A small number of minor errors had been notified to the Charity and Company Secretary, in particular on page 3, it was noted that the membership fee is to be increased next year to £25.50 not £22.50. The Board:

- **APPROVED** the draft minutes subject to amendments to correct the minor errors.

**ACTION: Charity and Company Secretary to amend the minutes.**

#### **19. Constitution of Anguilla**

The paper was taken as read. The Board:

- **APPROVED** the revised Constitution at Appendix 2.

It was noted that in future it would be useful for tracked changes to such documents to be shown.

**ACTION: Charity and Company Secretary to ensure tracked changes are shown in future where possible.**

#### **20. Feedback and evaluation of the effectiveness of this meeting**

The Chair invited Trustees and 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". From a total number of trustees and attendees who took part in the meeting and exercised a judgement, the meeting was rated as follows:

1 x 0  
2 x 20  
3 x 3  
4 x 0  
5 x 0

**ACTION: Charity and Company Secretary to note that next CCG should consider whether to undertake some systematic and consistent effectiveness evaluation across all Board Committees**

**21.-28. Starred Items**

The starred items were taken as read without discussion, except that the Board **AGREED** that in future:

- the Charity and Company Secretary should report by exception on the status of work areas in the operational plan and on the KPIs
- a report from Hannah Kentish, UK Youth Commissioner, would be useful alongside the reports from the Chair, UKCC and Chief Executive.

**ACTION: Charity and Company Secretary to action the two points above**

**Trustee only sessions (one before, and one after, the meeting)**

**11. UK Chief Commissioner Recruitment: Update**

Following discussion, the Board **APPROVED** the paper's proposals.

Minutes M Giles, 8/12/15

Signed as a true and accurate record of the meeting

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Chair, 19 March 2016