

**The Scottish Sports Council Trust
Company**

SSCTC(BM)5/2016

SC137068

Minutes – 3 October, 2016

Minutes of the directors' meeting of the Scottish Sports Council Trust Company (the "**Company**") held on 3 October, 2016 at **sportscotland** National Centre, Inverclyde, Largs, at 11:00am.

Present

Ms Jane Booth, Director ("**Ms Booth**")
Ms Mags Duncan, Director ("**Ms Duncan**")
Mr David Gass, Director ("**Mr Gass**")
Professor Grant Jarvie, Director ("**the Chair**")
Ms Jane Kerr, Director ("**Ms Kerr**")
Ms Kay Morrison, Director ("**Ms Morrison**")
Mr David Rhoney, Director ("**Mr Rhoney**")
Mr Dilawer Singh MBE, Director ("**Mr Singh**")

In Attendance

Neville Cobb, Head of Finance and Governance ("**Mr Cobb**")
Mark Diggins, Avalanche Information Services Co-ordinator ("**Mr Diggins**") (in attendance for minute item 9 only)
Alison Gardiner, Programme Manager – Project Inverclyde ("**Ms Gardiner**")
John Kent, Principal, Inverclyde National Sports Centre ("**Mr Kent**")
April Law-Reed, Legal Manager ("**Ms Law-Reed**")
Angela Liddel, Sports Development Manager ("**Ms Liddel**") (in attendance for minute item 8 only)
Stuart Ogg, Director of Corporate Services ("**Mr Ogg**")
Graeme Randall, Lead Manager - Sport and Education ("**Mr Randall**") (in attendance for minute item 8 only)
Shaun Roberts, Principal, Glenmore Lodge National Centre ("**Mr Roberts**")
Mel Young, CEO ("**Mr Young**")

Secretariat

Stephen Grant, Legal Officer (on secondment to **sportscotland**) ("**Mr Grant**")

Apologies

Mr Stewart Harris, Chief Executive ("**Mr Harris**")
Ms Liana Waclawski, Company Secretary ("**Ms Waclawski**")
Ms Pam Woodman, Director ("**Ms Woodman**")

1. Chair

Professor Jarvie presided as Chair (the “Chair”) of the meeting as per Article 18 of the Company’s Articles of Association (the “Articles”).

2. Notice, Quorum and Apologies

The Chair reported that due notice of the meeting had been given and that a quorum was present, as per Article 34 of the Articles. Apologies were received from Mr Harris, Ms Waclawski and Ms Woodman.

Accordingly, the Chair declared the meeting open.

3. Interests in Proposed Transactions and Arrangements with the Company

Each director present confirmed that they had no direct or indirect declarations of interest to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 (the “Act”) and Article 40 of the Articles of Association. It was noted that the directors were entitled to attend and vote at this meeting and to be counted in the quorum.

4. Minutes of the Meetings held on 2 August 2016

Ms Morrison noted that the minutes of the meeting held on 2 August 2016 should be adjusted at item 6 to make clear that the matters discussed by the Board in relation to ‘adding value’ and ‘care experienced young people’ were two separate discussions.

5. Matters Arising

- *Production and discussion of the latest draft of the strategic statement to provide context for the three National Centres and Trust Company.*

The latest version of the strategic statement was tabled and the Board discussed its merits and submitted a number of proposed amendments to the document.

The Chair noted that the strategic statement was doing well to strike the right balance and that it had been a worthwhile exercise. The Chair asked for the strategic statement to be finalised by Mr Kent and Mr Roberts and to be returned to the next board meeting for final approval.

Action:

- **Finalise the strategic statement in relation to the work of three National Centres and the Trust Company for the January board meeting.**

For Decision

6. Amendment to Memorandum of Understanding between sportscotland and Trust Company

A paper narrating a proposed amendment to the Memorandum of Understanding between sportscotland and the sportscotland Trust Company was tabled. Mr Ogg highlighted to the Board that the purpose of the proposed amendment was to seek approval from the Board for a change to a paragraph in the existing Memorandum of Understanding. The requested change has come about due to impending changes in the members of the sportscotland Board. Such amendment, if accepted, would modify the current arrangements to help manage the transition of the Board during a critical time with the final stages of the redevelopment of Inverclyde and the reopening of the centre.

It was noted that the immediate effect of the proposal of the paper, if accepted, would be for the chairmanship of the Trust Board to be taken by Mr Gass from the retiring Professor Jarvie.

The Directors unanimously approved the proposed amendment to the Memorandum of Understanding.

For Discussion

7. National Centre Quarterly Reports

7.1 Trust Company Financial Overview Quarter 2, 2016/17 – Neville Cobb, Head of Finance and Governance

Mr Cobb noted that the Trust Company was approx. £78k ahead of budget overall and the Executive Summary for the five months to 31 August 2016 was noted by the Board.

7.2 Glenmore Lodge – Shaun Roberts, Principal, Glenmore Lodge

Mr Roberts noted that Glenmore Lodge was 16% ahead on income for the five months ending on 31 August 2016. Expenditure was slightly behind the phased budget (1%). Forward bookings are showing depth across the financial year. The Chair noted that this was good considering that this period is considered the down season.

Mr Roberts advised the Board that capital spend is quite light at the moment but this is due to increase in the coming months.

Mr Roberts noted that a broadband upgrade for Glenmore Lodge remains a strategic priority despite a small set-back in the costs associated with the digging required to accommodate 15km of cables. It is envisaged that Glenmore Lodge will 'piggy-back' on the Inverclyde Centre's tender for broadband in an attempt to reduce development costs.

Mr Roberts also mentioned that the Health and Safety Executive are still to advise on the date of their inspection but have agreed to provide a full inspection agenda ahead of their visit.

The Directors unanimously agreed that the Renunciation between sportscotland and the Secretary of State for Defence and the Lease between sportscotland, Bristow Helicopters Limited and Bristow Helicopter Group Limited regarding the

Aviation Refuelling Site at Glenmore Lodge should be approved and now executed by sportscotland.

7.3 Inverclyde – John Kent, Principal, Inverclyde and Cumbrae

Mr Kent noted that the income was down due to parts of the facility being closed to carry out the project works and further due to the extended closure of the gymnastics facility as part of the redevelopment. Expenditure was down on budget due to reduced costs associated with the non-delivery of the community programme.

The Directors asked questions in relation to how the team at Inverclyde Centre was going to manage and promote bookings for the Centre upon its immediate re-opening. Ms Gardiner noted that business development was a priority during Q2 and that different approaches were to be taken in targeting the various customer groups. Entry to the building is scheduled to be mid-February meaning that there is approximately 6 weeks to prepare the centre to be 'fit for customers'.

The Chair noted that there were a number of yellow markings on the risk register currently. Mr Kent noted that nothing was out of the ordinary and that it was a reflection of the on-going progress with the redevelopment works.

7.4 Cumbrae – John Kent, Principal, Inverclyde and Cumbrae

Mr Kent noted that there was a slow start to the season but that this is gaining traction now, with August being a particularly good month. Expenditure is down on budget, as a result of savings in operational areas.

Mr Kent drew the Boards attention to the fact that Daniel Smith, Cumbrae's Senior Instructor skippered a 70ft Ocean going racing yacht in the Clipper Round the World Race eventually finishing second overall, having won several of the individual legs. The Board commended Daniel's achievement.

It was noted that Cumbrae Centre experienced significant positive PR activity in recent months.

The Chair thanked the Principals for their reports.

8. Inverclyde Business Development Report

Mr Randall and Ms Liddel joined the meeting.

Mr Randall and Ms Liddel were invited to present on the work they and their team have been doing in order to fill the new Inverclyde Centre post-opening. The Board discussed and asked questions throughout the presentation, noting in particular their concerns in relation to sales.

Mr Randall and Ms Liddel were thanked for their presentation and contributions.

Mr Randall and Ms Liddel left the meeting.

9. Scottish Avalanche Information Service, Strategic Governance and Future Resilience presentation - Shaun Roberts, Principal, Glenmore Lodge

Mr Diggins joined the meeting via VC.

Mr Roberts and Mr Diggins presented on the Scottish Avalanche Information Service and its future resilience and the Snow and Avalanche Foundation of Scotland (SAFOS). Mr Roberts invited the Board's comments on the draft terms of reference for SAFOS. The Chair noted that it was his view that the terms of reference were fit to go subject to any further comments from the Board as Mr Roberts was the resident expert in the field. The Board agreed with the Chair and asserted that they were happy to take Mr Robert's expert opinion. The Board then gave its agreement in principal to the terms of reference.

Mr Diggins left the meeting and disconnected from the VC.

For Information

9 Any Other Business

The chairman elect, Mr Young, thanked Professor Jarvie for his terms as a Director and chairman of the Trust Company. The directors formally offered thanks for his invaluable help in the governance and development of the Trust Company and, in particular, his leadership over his consecutive terms.

10 Dates for future meetings

- **26 January, 2017 – Stirling (Trust Company Board Meeting)**
- **4 May, 2017 – Inverclyde (Trust Company Board Meeting)**
- **15 June, 2017 – Glasgow (Trust Company Audit Committee Meeting)**
- **15 August 2017 – Glenmore Lodge (Trust Company Board Meeting)**
- **2 November 2017 – Cumbrae (Trust Company Board Meeting)**

11 Close of Meeting

The Chair noted there was no further business and the Chair declared the meeting closed.

.....*David Cross*.....
Chairperson

ACTION LIST

Item	Who is responsible?	Action	Comments
5	Shaun Roberts / John Kent	Finalise the strategic statement in relation to the work of three National Centres and the Trust Company for the January board meeting.	Updated – Board to comment