

The Scottish Sports Council Trust Company

SSCTC(BM) 2/2018

Company No. SC137068

Charity No. SC020175

Minutes – 3 May 2018

Minutes of the Directors' meeting of the Scottish Sports Council Trust Company (the "**Company**") held on 3 May 2018 at Inverclyde National Sports Training Centre, Largs, at 10.30 a.m.

Present

Ms Frances Wood, Director ("**the Chair**")
Ms Kelsey Blemings, Director ("**Ms Blemings**")
Ms Jane Booth, Director ("**Ms Booth**")
Ms Kirsty Garrett, Director ("**Ms Garrett**")
Ms Kay Morrison, Director ("**Ms Morrison**")
Mr David Rhoney, Director - for part of Meeting ("**Mr Rhoney**")
Mr Dilawer Singh MBE, Director ("**Mr Singh**")
Ms Pam Woodman, Director ("**Ms Woodman**")

In Attendance

Mr Stewart Harris, Chief Executive ("**Mr Harris**")
Mr Stuart Ogg, Director of Corporate Services ("**Mr Ogg**")
Mr Neville Cobb, Head of Finance and Governance ("**Mr Cobb**")
Mr Shaun Roberts, Principal, Glenmore Lodge National Centre ("**Mr Roberts**")
Mr Barry Fleeting, Head of Centre, Inverclyde & Cumbrae National Sports Centres ("**Mr Fleeting**")
Viki Nocker, Marketing and Communications Manager, Inverclyde & Cumbrae National Sports Centres ("**Ms Nocker**")
Vicky Smith, Communications Manager, Glenmore Lodge National Centre ("**Ms Smith**")

Secretariat

Ms Micheila West, Company Secretary ("**Ms West**")
Ms Alison M Gallacher, Legal Manager ("**Ms Gallacher**")

Apologies

None

1. Chair

Ms Frances Wood presided as Chair (the "Chair") of the meeting as per Article 18 of the Company's Articles of Association (the "Articles"). The Chair welcomed Ms Gallacher to her first Board meeting.

It was noted that Ms Kerr and Ms Duncan are stepping down from the Board. It was also noted that at the **sportscotland** Board Meeting on 25 April 2018 Ms Susie Sandilands ("Ms Sandilands") was nominated as a **sportscotland** Director to the Company. As she could not be present at this Board Meeting it was agreed that she would be co-opted at the next Board Meeting on 9 August 2018.

Ms Woodman enquired whether additional Directors were going to be recruited. It was noted that the maximum number of permitted Directors was 12 and that at present there were 8 Directors, 9 counting Ms Sandilands. It was agreed that any decision on a recruitment campaign would be held over until after the next retirement cycle.

The Chair noted that a Vice Chair of the Trust Company had not been appointed and invited nominations for the position of Vice Chair. Ms Woodman duly expressed her interest in the position of Vice Chair. The rest of the Board were asked to notify the Chair if they were also interested in nominating the position of Vice Chair.

Action: Ms Sandilands to be co-opted as a sportscotland nominated Director at the Board Meeting on 9 August 2018. Consideration to be given to the matter of a recruitment campaign for additional Directors at the next retirement point for Directors.

Action: Expressions of interest for the position of Vice Chair to be made to the Chair prior to and nominations to be made at the next Board meeting.

1. 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. No apologies were received. Accordingly, the Chair declared the meeting open.

2. 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.

3. Minutes of the Meeting held on 14 February 2018

The Board confirmed that the minutes of the meeting held on 14 February 2018 were approved subject to the amendment that Mr Rhoney was to be listed as being present at the Meeting and other minor amendments noted and updated on the document.

4. Matters Arising

Actions outlined in the previous meeting were acknowledged by the Chair and it was confirmed that actions to be relayed at the current meeting had been added to the agenda or were being added to future Board Meeting agendas as noted in the Action list.

Audit Committee Representatives: It was agreed that the replacement Board representatives for the Audit Committee would be Mr Singh and Ms Morrison.

There were no further comments from the Board.

The Chair gave a brief report on business from the recent sportscotland Board. She highlighted a strategic discussion on Higher Education and sport; the evaluation of the contribution to the Government's Active Scotland Outcomes Framework made via schools and education, clubs and communities and coaches and coaching; and the corporate planning process which would involve the Trust Company Board in a session in August.

5. Sector Specific Training

It was decided that a new section be added to the Trust Company Board meetings to allow the Board to share any sector-specific training and events coming up in the next few months.

Ms Booth referred to a Skills Exchange Event in September and agreed to provide Ms West with some information.

There was a discussion about sport in the Higher Education/Further Education Sector. It was generally accepted that it was difficult to get into and remain active in sport.

Ms West agreed to circulate a presentation showing the results from recent evaluations on the impact of key sportscotland programmes and in particular the contribution to the Scottish Government's Active Scotland Outcomes Framework and commented that there is positive evidence that it is making a the difference to young people.

For Discussion

6. Draft National Centre Business Plans 2018/19

7.1 Glenmore Lodge

Mr Rhoney entered the room.

7.2 Inverclyde

7.3 Cumbrae

Mr Roberts and Mr Fleeting both delivered informative presentations. Thereafter questions were invited.

The Trust Company Board congratulated Mr Roberts and Mr Fleeting on the quality of their presentations explaining that they were easily understood and consistent in their message. Ms Booth offered to assist with conducting Impact Assessments so that they aligned with Active Scotland Outcomes Framework and commented on three points as follows:-

- i. The aspiration to be world class and what does that look like;
- ii. Equalities and Inclusion, meaning that opportunities are open for all; and
- iii. Impact and Evaluation which she acknowledged can be hard to measure within a relatively short period of time such as 12 months.

The Board confirmed the importance of equalities and inclusion stressing a focus on women and ethnicity.

Following the wider evaluations, Mr Ogg suggested that the Strategic Planning team may be able to assist with this evaluation exercise.

Mr Harris also commented on two points as follows:-

- understanding what contributions the National Centres make to **sportscotland's** activities; and
- assisting with funding the National Centres as opposed to subsidising them.

Suggestions were made for promoting the use of the Centres within the healthcare environment more generally including use by, for example, MacMillan, NHS Scotland and the Young Scot initiative. It was agreed that work needed to be done to engage with national bodies/organisations who in turn would engage with local bodies/groups. It was also suggested that the National Centres engage with the 'Third Age' to target the over 50's market.

Action: Ms Booth offered to assist in developing the impact framework and it was agreed that Mr Roberts and Mr Fleeting would meet with Ms Booth to discuss this further.

Action: Ms Blemings offered her assistance in the context of reaching the Higher Education audience.

7. Marketing Plans Joint/Individual – Briefing Paper

Ms Nocker and Ms Smith presented informative presentations on the National Centres' Brand marketing, suggesting that the National Centres each retain individual brand identities but use the umbrella brand when working together or representing the National Centres as a whole. Internal and external surveys will be used to inform the process..

During the discussion, Mr Singh asked how the role of the Trust Company would be communicated while Ms Woodman and Ms Booth agreed that it made sense to remove reference to the Trust Company from branding.

It was generally recognised that while it was desirable to emphasise the common features of the Centres it was also important to recognise and preserve the differences and individuality of each brand.

Action: An update on marketing to be provided to the Board Meeting in November 2018/February 2019.

Action: Ms Nocker and Ms Smith to email the Board as part of their survey in relation to the new branding.

8. Cumbrae Review Paper April 2018

Mr Fleeting delivered an informative presentation. Thereafter questions were invited.

Ms Wood congratulated Mr Fleeting on the quality of his paper and presentation explaining that it set out the options very clearly.

Ms Morrison asked what period of time was classed as short term and longer term and Mr Fleeting explained that short term was less than 12 months and longer term was more than 12 months.

There was a brief discussion around health and safety generally and it was confirmed that a comprehensive review carried out by our external consultants, Amalgamate, raised no major health and safety issues.

The Board welcomed and noted the progress made to date and the efforts of staff involved, and noted that further updates would be provided at the next meeting.

Action: A progress report on both the short term and longer term options is to be provided to the Trust Company Board Meeting in August.

9. National Centre Quarterly Report

9.1 Glenmore Lodge and Activity Exception Report

Agreed that Glenmore Lodge Activity Exception Report would be taken as read.

9.2 Inverclyde & Cumbrae

9.3 Inverclyde Internal Audit

10. Trust Company Financial Overview 2017/18 Quarter 4

Mr Cobb reported that there were more negative than positive variances, especially compared to Q3 and Period 11. For 2018/19 there would be regular meetings with management to review trading across all the National Centres and provide good financial checks and challenge. For 2018/19 we also expect to see more detailed segmental analysis to show how budgets are being met.

For Information

10. OSCR Mandates Item: Safeguarding/Notifiable Events

Email correspondence from Office of the Scottish Charity Regulator (OSCR) was noted.

11. sportscotland previous Board Minutes

The Board Minutes from the previous sportscotland Board Meeting were noted.

12. Updated Memorandum of Understanding

There was a discussion around the various amendments to the Memorandum of Understanding. It was agreed that the word "funder" where it appears in line 1 of paragraph 7 should be amended to "investor" and this amendment should be reflected through the document. Notwithstanding this amendment otherwise the terms of the Memorandum of Understanding were approved.

13. Insurance Status of SSCTC Explanatory Paper

Ms Woodman asked if Directors and Officers Liability Insurance was in place. Ms Gallacher explained the purpose of the insurance and Mr Cobb explained that he was aware that securing such insurance had previously been discussed. Mr Cobb agreed to investigate if any such insurance had been secured and along with Ms Gallacher to bring a report back to the August Board Meeting.

Action: Mr Cobb to report back on Directors and Officers Liability Insurance.

14. ABTOT Explanatory paper

The terms of the ABTOT Explanatory Paper were noted.

15. Any Other Business

There was no other business.

16. Date of next Meetings 9 August 2018 at Glenmore Lodge

17. Dates of 2018 Meetings 8 November

A handwritten signature in cursive script, reading "James L. Wood". The signature is written in black ink on a white background. Below the signature is a horizontal dotted line.

Chairperson

ACTION LIST

Actions from the November 2017 Meeting			
4.	Mr Roberts / Mr Fleeting	Equalities and inclusion and Corporate Parenting to be included on the agenda for the January Board.	The Principals propose the presentation and discussion on equalities and corporate parenting is held over to November 2018.
Actions from February 2018 Meeting			
3	The Chair / Mr Harris / Mel Young	Arrange meeting to discuss joint sportscotland and Trust Company Boards to input to the corporate plan review.	Due to logistics/timings this will not be arranged in time for August meeting
7	Mr Fleeting / Mr Roberts	Completed risk register to be added to Agenda for next Board meeting	To be presented at the August Board meeting.
Actions from May 2018 Meeting			
1	All Board	Expressions of interest for the position of Vice Chair to be made to the Chair prior to and nominations to be made at the next Board meeting.	Vice Chair to be nominated in August 2018 meeting
7	Mr Roberts / Mr Fleeting	Ms Booth offered to assist in relation to the Impact Framework piece and it was agreed that Mr Roberts and Mr Fleeting would meet with Ms Booth to discuss this.	ongoing
7	Mr Roberts / Mr Fleeting	Ms Blemings offered her assistance in the context of reaching the Higher Education audience. Mr Roberts and Mr Fleeting to pick this up	ongoing
8	Ms Nocker / Ms Smith	Marketing plan update is to be provided to the Board Meeting in November 2018/February 2019 meeting.	November 2018 / February 2019 meeting
8	Ms Nocker / Ms Smith	Email Trust Company Board members as part of their survey in relation to the new branding.	By August 2018 meeting

9	Mr Fleeting	Cumbræ review: a progress report on both the short term and longer term options is to be provided to the Board	August 2018 meeting
10	Mr Cobb / Ms Gallacher	Note on Directors and Officers Liability Insurance	To be considered in the August 2018 Meeting

Proposed topics for future Trust Company Board Meetings								
	Date	Venue	For Discussion	For Information	Paper	Presentation	Lead	Comment
1	9 Aug	Glenmore	Strategic plan – Trust Co. contribution		Yes (brief)	Yes	BF / SR	Facilitated evening discussion (8 August)
2				Data project – reporting format 2018/19	Yes (brief)	No	JC / ??	Reporting format in Q1 exec summary reports
3				Trust Co. Capital Plan – 5 year		Yes	No	GC
4	8 Nov.	Cumbræ	Equality and Inclusion (plus Corp Parenting)		Yes	Yes	IS / ??	Head Office presentation followed by Trust Co. contribution presentation