

The Scottish Sports Council Trust Company

No. SC137068

Minutes – 25 January, 2016

Minutes of the Board meeting of the Scottish Sports Council Trust Company (the “Company”) held on 25 January, 2016 at sportscotland Institute of Sport, Airthrey Road, Stirling, FK9 5PH at 1000.

Present

Professor Grant Jarvie (the “Chair”)

Ms Jane Booth (Director / charity trustee) (“Ms Booth”)
Ms Mags Duncan (Director / charity trustee) (“Ms Duncan”)
Ms Jane Kerr (Director / charity trustee) (“Ms Kerr”)
Mr Ross McMillan (Director / charity trustee) (“Mr McMillan”)
Ms Kay Morrison (Director / charity trustee) (“Ms Morrison”)
Mr David Rhoney (Director / charity trustee) (“Mr Rhoney”)
Ms Pam Woodman (Director / charity trustee) (“Ms Woodman”)

In Attendance

Graham Bell, Partner, Wright, Johnston and Mackenzie LLP, (“Mr Bell”)
Neville Cobb, Head of Finance, (“Mr Cobb”)
Alison Gardiner, Inverclyde Project Manager (“Ms Gardiner”)
Stewart Harris, Chief Executive, (“Mr Harris”)
Louise Harrison, Acting Legal Manager (“Ms Harrison”)
John Kent, Principal of National Centres Inverclyde and Cumbrae, sportscotland (“Mr Kent”)
Stuart Ogg, Director of Corporate Services (“Mr Ogg”)
Shaun Roberts, Principal of National Centre Glenmore Lodge (“Mr Roberts”)

Apologies

Mr David Gass, (Director / charity trustee) (“Mr Gass”)
Mr Dilawer Singh MBE (Director / charity trustee) (“Mr Singh”)

Secretariat

Jennifer Edmonstone, Company Secretary (“Ms Edmonstone”)

Business

1 Chair

Professor Jarvie presided as Chair of the meeting as per Article 35 of the Company's Articles of Association (the "Articles").

2 Notice and Quorum

The Chair reported that due notice of the meeting had been given and that a quorum was present, as per Article 34. Apologies were received from Mr Gass and Mr Singh MBE.

Accordingly, the Chair declared the meeting open.

3 Interest 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. It was noted that the directors were entitled to attend and vote at this meeting and be counted in the quorum.

4 Minutes of the Meeting held on 01 October, 2015

The wording in Item 5, regarding the appointment of new directors should be clarified. Thereafter the minutes would be recirculated and if content signed off by the Chair.

5 Matters Arising

Emma Lax resigned as a director as of 13 November, 2015.

Action:

- **Strategic statement for Trust Company required further development and time to be allocated at a future Trust Board meeting for final discussion and agreement.**
- **The Memorandum of Understanding between sportscotland The Trust Company to be updated.**

For Discussion

6 Presentation by Graham Bell, Partner, Wright, Johnston and Mackenzie LLP on company law and charity law

and

7 MOU between sportscotland and The Scottish Sports Council Trust Company

The presentation focussed on the Company's legal status as a company limited by guarantee and a charity, noting the requirement for the Company to be independent from **sportscotland**. One of the benefits of being a charity is rates relief relative to the National Centres' land leased from **sportscotland**. The directors' duties were recognised as more akin to non executive directors. They will have involvement in shaping the Company's strategic direction, by checking, challenging and contributing. The operations are delegated to **sportscotland** and in turn **sportscotland** charges the Company for the services.

The presentation was followed by a question and answer session.

The directors sought additional details regarding the financial elements of the Company and whether relying on the figures provided to them would suffice in meeting financial integrity checks. Mr Cobb and Ms Harrison confirmed that the internal and external audit processes and the audit committee are mechanisms for providing the directors with assurances about financial management.

A discussion was had about the Company applying for further funding, as it was confirmed that the south wing of Glenmore Lodge received funding from Highlands and Islands Enterprise. Consideration was given to whether LEADER, Scottish Enterprise and EU funding could be applied for.

Discussion as to the advantages and disadvantages of a **sportscotland** board member being the Chair of the Company. Mr Bell confirmed that this could be changed if the directors were not happy with the set up.

Actions:

- **Updated Memorandum of Understanding between sportscotland and the Company to provide further detail about the relationship with sportscotland and consideration to be given to the inclusion of a "balance sheet guarantee".**
- **Updated letter of appointment for new directors to be drafted.**
- **Trust Company Audit Committee to meet at least twice a year and its terms of reference to be reviewed and updated if required.**
- **Consideration to be given to the skills mix on Trust Board during next recruitment round.**
- **The National Centre reports to be in similar format for the April 2016 meeting.**
- **Check with Scottish Government whether externally funded generated by the Trust would affect its grant in aid investment from sportscotland.**

8 National Centre Quarterly Reports

8.1 Trust Company Financial Overview Quarter 1 2015/216 – Neville Cobb, Head of Finance

The income is now in line with the expenditure and Mr Cobb is reasonably comfortable with the financial situation. The voluntary severance programme at Inverclyde has led to savings at Inverclyde. Inverclyde and Cumbrae have

completed most of their trading for the year. Glenmore Lodge is currently in the busiest three months of the year.

The new finance system will go live on 1 April 2016; this will provide better visibility of expenditure across the business in a consistent format.

The Chair noted the good work that had been done.

8.2 Glenmore Lodge – Shaun Roberts, Principal, Glenmore Lodge

A new booking system is now in place, albeit tailor made courses are added manually.

Glenmore Lodge hosted the Women and Outdoor Sport Day which was part of the equality agenda. Ms Duncan attended.

There was a discussion regarding late course cancellations and penalties. There is a standard booking system whereby a deposit is requested upfront. Ms Booth confirmed that she could help with participant pathways.

Actions:

- **Equalities in Sport research to be presented to the Board to provide a context for the women in sport agenda.**

8.3 Inverclyde – John Kent, Principal, Inverclyde and Cumbrae

Governance of the Inverclyde Project has been further strengthened through the appointment of sportscotland's CEO and additional heads of service on the Project Board while Alison Gardiner, Head of Office Support Services has been appointed as project manager.

Key progress points are that the contract has been signed with the main contractors and the centre has been kept open. Regular meetings are now being held with the contractors Morrisons.

A high priority is being given to health and safety with regular meetings of responsible parties are taking place. A facilities management consultant, Aecom has been engaged to help identify options for managing the new building once complete.

All existing policies and procedures are being reviewed and will be updated to ensure they are fit for purpose once the new building is operational. The business plan will be reviewed alongside an update of the marketing strategy while Mr Kent and Mr Cobb are reviewing future budgets.

In response to a query regarding feedback from the fitness suite users, Mr Kent confirmed that the Vikingar opening hours had been extended which had provided a temporary solution. Much of the gym equipment had now moved over to Cumbrae where there are now 120 members. RYAS have welcomed these additional facilities.

The Directors believed that there is real potential to bring world disabled sailor events to Cumbrae. Mr Kent confirmed that he was working with UK Boccia on the Tokyo pathway and with Scottish Disability Sport and with local groups. The plan is to consider each sport for the disabled and to bid for appropriate events.

There was discussion about ensuring a good community base in order to occupy the centre during the week. It was also noted that in future may be able to host events on behalf of sportscotland.

There are ongoing discussions between sportscotland and North Ayrshire Council to consider how the national centre and the new school can develop stronger links for the benefit of sport.

Actions:

- **Discussions to be held with RYAS and EventScotland regarding bids for events.**
- **James Allan of RYAS to present at future Trust Board meeting.**

8.4 Cumbrae – John Kent, Principal, Inverclyde and Cumbrae

There have been two major achievements with more high level courses while the new marketing post has had a positive impact. Mr Kent noted that it was noted that 2016 was Cumbrae's 40th anniversary and that a small investment was being made in the breakwater.

Dates for the diary:

- 14 May – Cumbrae's 40th birthday with attendance from the Marquis of Bute
- 12-14 August – sea kayak symposium weekend with Dave Russell at the Lodge
- 20 August – sea kayak race

Following discussion it was confirmed that staff were paid the living wage.

Actions:

- **Review disability access at Cumbrae.**
- **Links with the John Muir Trust to be explored.**

9 The Estate of the late Dr Richard Harris Wilson – Inheritance to be applied to the promotion of winter sports in Scotland – Shaun Roberts, Principal, Glenmore Lodge (verbal update)

Mr Roberts explained that 'assets' had been donated to winter sports from the estate of the late Dr Richard Harris Wilson. He explained that these would be used over a four or five year period. He indicated that there may be opportunities to seek match

funding from partners. The next step will be to decide whether to receive the assets in cash or shares.

It was confirmed that this had been a great gift and publicity around this issue, at the right time, should be considered.

Actions:

- **Publicise monies received from the late Dr Wilson.**

10 Inverclyde Project – progress update – Alison Gardiner, Inverclyde Project Manager

North Ayrshire Council and **sportscotland** are working together regarding the golf facility.

Key points noted in the presentation were that a visit had been made to Tadworth House (linked to Help for Heroes) and that the overall capital cost of the project was £12m inclusive of VAT, with an expected completion date of March, 2017. Potentially the Centre will have the capacity to accommodate up to 120 non ambulant people. To help ensure the whole site is accessible an inclusivity audit is being carried out. As part of the preparations for opening the new facility a 'soft landings' approach is being planned allowing time for staff to get to know the building and to receive appropriate training.

Ms Gardiner noted that an updated internal audit of the governance and reporting arrangements would be taking place before the end of the financial year and the outcome would be reported to the Board.

The design and build nature of the Inverclyde contract means that there is a fixed price. One of the main risks with this approach is the impact of any decisions affecting the design. To help mitigate this risk a robust change control procedure is in place. Moreover, the project team have access to Morrisons' tracker and all the relevant documentation.

Ms Gardiner explained that an updated marketing strategy will be developed and the Directors' input would be appreciated as this develops. Current plans are to target the school market from September, 2017.

The Directors asked about the maintenance of the building for the medium term. Ms Gardiner confirmed that **sportscotland** has all manuals, warranties, specifications for each part of the build while options for maintaining the building, once complete will be explored.

11 Dates for future meetings:

- **14 April, 2016 – Cumbrae at 1100**
- **03 August, 2016 – Glenmore Lodge at 1100**

12 Closure

The meeting closed at 1400.

..... *Erin Lane*

Signed as a true and correct record of proceedings
Chair



Agenda Item	Responsible Officer	Planned Action	Actions Taken
5	Mr Roberts and Mr Kent	Strategic statement for Trust Company requires further development and time to be allocated at a future Trust Board meeting for final discussion and agreement.	
5	Mr Ogg	The Memorandum of Understanding between sportscotland The Trust Company to be updated.	On agenda and draft circulated
7	Mr Ogg	Updated Memorandum of Understanding between sportscotland and the Company to provide further detail about the relationship with sportscotland and consideration to be given to the inclusion of a "balance sheet guarantee".	As above
7	Ms Edmonstone	Updated letter of appointment for new directors to be produced.	Draft letter attached with papers
7	Mr Cobb	Trust Company Audit Committee to meet at least twice a year and its terms of reference to be reviewed and updated if required.	
7	Mr Ogg	Consideration to be given to the skills mix on Trust Board during next recruitment round.	
7	Mr Kent and Mr Roberts	The Centre reports to be in similar format for the April 2016 meeting.	Format of papers changed.
7	Mr Ogg	Check with Scottish Government whether externally funded generated by the Trust would affect its grant in aid investment from sportscotland .	Initial discussion taken place
8.2	Mr Ogg	Equalities in sport research to be presented to the Board to provide a context for the women in sport agenda.	On April's agenda
8.3	Mr Kent	Discussions to be held with RYAS and EventScotland regarding bids for events.	Meetings held with RYA(S) and Scottish Sailing Institute re: disability sailing events. EventScotland to be contacted.
8.3	Mr Kent	James Allan of RYAS to present at future Trust Board meeting.	Unable to be present in April
8.4	Mr Kent	Disability access at Cumbrae to be reviewed.	Internal assessment carried out by John Gheel of sportscotland . Part of the external facility audit investment.
8.4	Mr Kent	Links with John Muir Trust to be explored.	Will be part of developing the marketing strategy
8.4	Mr Roberts	Publicise monies received from the late Dr Wilson.	This will be actioned once plans are in place.

