

The Scottish Sports Council Trust Company

SSCTC(BM)3/2017

SC137068

Minutes – 15 August, 2017

Minutes of the Directors' meeting of the Scottish Sports Council Trust Company (the "**Company**") held on 15 August 2017 at **sportscotland** National Centre, Glenmore Lodge, Aviemore, at 10:00.

Present

Ms Mags Duncan, Director ("**Ms Duncan**")
Mr David Gass, Director ("**the Chair**")
Ms Jane Kerr, Director ("**Ms Kerr**")
Ms Kirsty Garrett, Director ("**Ms Garrett**")
Mr David Rhoney, Director ("**Mr Rhoney**")
Ms Pam Woodman, Director ("**Ms Woodman**")
Ms Jane Booth, Director ("**Ms Booth**")
Mr Dilawer Singh MBE, Director ("**Mr Singh**")
Ms Frances Wood, Director ("**Ms Wood**")

In Attendance

Mr Neville Cobb, Head of Finance and Governance ("**Mr Cobb**")
Mr Stuart Ogg, Director of Corporate Services ("**Mr Ogg**")
Mr Shaun Roberts, Principal, Glenmore Lodge National Centre ("**Mr Roberts**")
Mr Stewart Harris, Chief Executive ("**Mr Harris**")
Mr Michael Cavanagh, OBE, Interim Principal, Inverclyde National Sports Centre ("**Mr Cavanagh**")
Mr Barry Fleeting, Business Development Manager, Inverclyde National Sports Centre ("**Mr Fleeting**")

Secretariat

Ms Liana Waclawski, Outgoing Company Secretary ("**Ms Waclawski**")
Ms Micheila West, Incoming Company Secretary ("**Ms West**")

Apologies

Ms Kelsey Blemings, Director ("**Ms Blemings**")
Ms Kay Morrison, Director ("**Ms Morrison**")
Mr Mel Young, Chair **sportscotland** ("**Mr Young**")

1. Chair

Mr David Gass presided as Chair (the "**Chair**") of the meeting as per Article 18 of the Company's Articles of Association (the "**Articles**").

Mr David Gass noted that this would be his last meeting and that Ms Wood would take over the position as Chair from the next meeting in November.

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 Ms Morrison, Ms Blemings and Mr Young. Accordingly, the Chair declared the meeting open.

3. Interests in Proposed Transactions and Arrangements with the Company

The Chair noted that the Director declaration of interest would be notified by a show of hands rather than in paper form. 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 Meeting held on 26 January 2017 and 18 April 2017

The Board confirmed that the minutes of the meeting held on 27 January 2017 were approved.

Ms Woodman requested that the following amendments be made to the minutes of the meeting held on 18 April 2017:

1. In respect of paragraph 7 of page 4, noting "Directors requested that if there was to be any impact on Directors duties and responsibilities a note be circulated to the Directors", Ms Woodman requested that such changes be subject to Board approval and it was confirmed that the minutes would be amended accordingly.

5. Matters Arising

- *Action 6.2- Equalities and Corporate Parenting*
The Chair noted that this item was on the agenda for November's Board meeting.
- *Action 6.2- Data Booking System Can Collect*
The Chair noted that this item was on the agenda for today's Board meeting.
- *Action 6.3- update of Inverclyde website*
The Inverclyde website is now updated
- *Action 6.4 - Circulate marine consultant's report at next meeting*
It was noted that the marine consultant's report on the breakwater outlined a series of possible approaches, however, this was a desk based study and the options needed to be tested against the actual sea bed conditions. Consequently, a follow up sea bed survey was required before any proper assessment could be undertaken of realistic options and associated costs.

Ms Woodman asked whether the breakwater could be moved and more broadly what the risk would be if action was not taken in respect of the breakwater.

Mr Harris explained the current review of Cumbrae and possible future options. He confirmed that the role and contribution of Cumbrae was being looked at holistically and the breakwater issue would be addressed in the context of this wider review. Mr Gass confirmed that the Board would be party to the discussions and consideration of options following this review. Additionally Mr Gass noted that Marine Scotland was producing a national plan as part of the Marine tourism strategy for Scotland and Cumbrae should plan a role in this strategy.

Action: A report will be produced for the Board which outlines the options arising from the strategic review of Cumbrae once this has been completed.

- *Action 7- Discussion of Funding Position*
The Chair noted that this item was on the agenda for today's Board meeting.
- *Action 9- Administration of new Directors on Companies House*
The Chair noted that this had been completed.

For Discussion

6. Booking System Data Presentation - Shaun Roberts, Principal, Glenmore Lodge National Centre

Mr Roberts presented details of the booking system used by Glenmore Lodge and the type of data it could generate. He highlighted in particular:

- The data on gender and the use of addresses.
- The possible future use of the system in terms of information regarding centre users and capturing information on equalities and inclusion outcomes.

Mr Roberts queried the extent to which the national centres could develop specific inclusivity and equalities outcomes, and pursue partnerships with third sector organisations to further their equalities outcomes and aims.

Mr Singh asked what equality meant and whether this encompassed wider traits than those outlined. Mr Roberts confirmed that the centre does not request additional equalities data on trainees but pursues an inclusivity strategy in partnership with third sector organisations.

Ms Woodman noted that data protection rules should be taken into account when working with the booking system.

Ms Kerr suggested that the centres should be clear about what data they are collecting and why and she felt that the right data could help with advocacy and show how the centres were meeting inclusivity outcomes.

Ms Duncan felt that Glenmore Lodge was unlikely to be the first experience of outdoor and adventure sport for young users. She suggested that it would be useful to have a progressive pathway which could target young people with less access to adventure sports to encourage a more inclusive approach.

Mr Gass in summing up noted that **sportscotland** and the Trust Company Board had a unique part to play in delivering equality and inclusion outcomes. Mr Gass also noted that an action on the agenda for the next meeting should be a wider discussion on equalities.

Action: April Law-Reed to present on data protection and related legal matters at the next Board meeting.

Action: Mr Roberts to review how user data could be captured on the booking system.

7. Funding Update, Financial Resources Committee ("FRC")- Stuart Ogg, Director of Corporate Services

Mr Ogg outlined the aims of the FRC, which is considering financial resources in response to the reduced funding from Scottish Government and decline in National Lottery income. He noted that it was important that the Directors were included in the wider funding discussion and that the Board would be fully involved in the decision making process. He noted that Ms Woodman and Ms Kerr were acting as Trust Company Board representatives on the FRC. He also noted that a RBS representative had attended one of the meetings and contributed ideas on corporate funding for sport.

It was noted that the pursuit of new sponsorship would take account of existing sponsor arrangements. It was also note that any new monies may be more aligned to equalities and inclusion outcomes.

Mr Gass noted that the Board could take guidance from its representatives on the FRC and input as it evolves.

8. Trust Company Financial Overview: 12 Month Financial Report – Neville Cobb, Head of Finance and Governance

Mr Cobb provided an update on the financial results for the twelve months ending 31 March 2017, which had been reviewed by the Audit Committee, and asked for Board comment.

Mr Cobb reported that Inverclyde performed better than the revised budget with income £19k ahead and there was a reduction in expenditure of £11k.

Cumbrae performed better against the revised budget with income £16k ahead, but with expenditure £9k over what had been projected.

Glenmore Lodge saw income £82k ahead of the revised budget but expenditure was £145k more than what had been projected. Mr Cobb explained the variance in expenditure at Glenmore Lodge, which was linked to an increase in income,

and an adjustment for credit card figures that had not been taken into account, and salary payments. Mr Roberts assured the Board that the variance in the project figure for Glenmore Lodge was due to the factors outlined by Mr Cobb and would not be repeated.

9. National Centre Quarterly Reports

9.1 Trust Company Finance Overview Quarter 1 2017-18 - Neville Cobb, Head of Finance and Governance

Mr Cobb outlined the 2017-18 Budget which included a **sportscotland** investment of £2.56m. This was £500k less than last year as this was the supplementary investment to help cover the redevelopment of Inverclyde. He drew the Board's attention in particular to the following points:

- 1) Historically compliance monies had previously been recorded in the budget as a separate entity; in future maintenance requirements would be included in each centre's budget.
- 2) Funds set aside from the previous year had been brought forward to 2017-18, including investment for projects such as pitch improvement at Inverclyde and projects for broadband improvement and entrance lobby refurbishment at Glenmore Lodge.

Ms Kerr queried where the Scottish Sailing Institute ("SSI") figures appeared in the accounts. Mr Cobb explained that SSI only had one employee, who was paid for out of the salary budget for Cumbrae. **sportscotland** had absorbed the business activities of SSI into Cumbrae although SSI still existed as a separate company. Mr Harris confirmed the role of SSI in Cumbrae would be included in the strategic review of Cumbrae.

Ms Kerr queried whether the Trust Company business plan would be taken into account in the **sportscotland** business plan when it was being developed.

9.2 Glenmore Lodge National Centre- Shaun Roberts, Principal, Glenmore Lodge National Centre

Mr Roberts noted that Glenmore was down £16k on income in this quarter. He explained that Glenmore was undertaking a more detailed review of the budget so that actions could be taken.

9.3 Inverclyde National Sports Centre and Cumbrae National Centre- Barry Fleeting, Business Development Manager, Inverclyde National Sports Centre and Cumbrae National Centre

Mr Fleeting discussed the Cumbrae and Inverclyde Executive Reports, starting with Cumbrae.

He noted there had been a good performance at Cumbrae over the quarter as it was its peak season. There had been higher costs although these would be recovered through additional income. He explained that there had been positive customer feedback and that they would be refining the integrated management model between Inverclyde and Cumbrae.

Mr Fleeting then noted that Inverclyde's income was below the estimated budget although the Centre only had 2 months of trading in Q1; there had also been an increase in contractor and temporary staff costs. Mr Fleeting explained that Mr Cavanagh had taken the position of interim principal of the Centre. Mr Cavanagh then presented a summary of his career to the Board.

Mr Fleeting explained the performance of the new Inverclyde facility focusing on the marketing and business development strategies. He highlighted the positive feedback that had been received on the new facilities and customer service provided by the Centre staff.

The Board agreed that the positive customer feedback and the approach being taken to financial management of the centre was giving them confidence.

The Board also noted that conferencing and events could be a revenue stream for the Centre while tours of the Centre by sports groups for the disabled may also help extend the range of potential users.

Action: Mr Fleeting to consider Inverclyde's membership of the Glasgow Convention Bureau.

Action: Mr Fleeting to consider appropriate pricing levels for conferences and events at Inverclyde.

For Information

10. Minutes of the Trust Company Audit Committee - Neville Cobb, Head of Finance and Governance

Mr Cobb went through the actions from the Audit Committee's minutes for the meeting which considered the annual accounts. They were:

- 1) Mr Ogg confirmed the process for the approval of the Accounts.
- 2) Mr Cobb confirmed that current pensions accounting practice is not subject to change.
- 3) Mr Cobb made the amendment requested in the foreword to the Accounts.
- 4) Mr Cobb had added Inverclyde Income Targets to the agenda for the current Trust Company Board meeting.
- 5) Mr Cobb confirmed timescales had been given to Inverclyde capital expenditure amendments.
- 6) Mr Ogg confirmed an internal review of the Inverclyde Project had been completed and an initial report had been drafted. This included a section on "lessons learned". The report would be brought to the next Board meeting.

For Decision

11. Change of Company Secretary

The Board was informed that Ms Waclawski had resigned from her position of Legal Officer at **sportscotland** and as a result, the Company Secretary would require to be changed. Ms West had replaced Ms Waclawski as Legal Officer for **sportscotland** and the Board was invited to appoint her as Company Secretary of the Trust Company.

The Board approved this change of Company Secretary.

12. Annual Report and Financial Statements- Neville Cobb, Head of Finance and Governance

Mr Cobb provided an overview of the final draft annual report, noting that Grant Thornton had produced an unqualified audit report and a small number of adjustments had been made to the text. The Board confirmed it was happy to approve the audited accounts.

During the discussion regarding the Annual Report the Board highlighted the opportunity to produce a risk register for the Trust Company in addition to the separate ones used to manage the individual centres.

Action: The Centres' Joint Management team to develop a corporate risk register for the Trust Company with input from Head of Finance and Governance.

13. AOB

Mr Gass asked the Board if there was any other business to discuss and the following points were raised:

- 1 The Board were asked to confirm attendance at the Inverclyde opening event on 31 August 2017.
- 2 The Board were informed about the Investors in Young People Silver Award. It was noted this had been obtained in particular through the work carried out at the National Centres.
- 3 Mr Roberts drew the Board's attention to a letter from the Crown Office in respect of an incident at Glenmore. He noted there would be a site visit in September by the Procurator Fiscal.

The date for the next meeting was set as 2 November 2017.

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


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Chairperson

ACTION LIST

Item	Who is responsible?	Action	Comments
5	Mr Gass	Include Cumbrae in Marine Tourism Strategy produced by Marine Scotland	
5	Mr Cavanagh	A report will be produced for the Board which outlines the options arising from the strategic review of Cumbrae once this has been completed	
6	Ms April Law-Reed / Ms West	April Law Reed to present on data protection and other legal matters affecting the Trust Company at the next meeting	
6	Mr Roberts	Review how user data could be developed from the booking system	
9	Mr Fleeting	Consider membership of the Glasgow Convention Bureau for Inverclyde	
9	Mr Fleeting	Consider appropriate pricing levels for conferences and events at Inverclyde Centre	
12	Mr Roberts / Mr Cavanagh	The Centres' Joint Management team to develop a corporate risk register for the Trust Company with input from Head of Finance and Governance	