

The Scottish Sports Council Trust Company

SSCTC(BM) 3/2019

Company No. SC137068

Charity No. SC020175

Minutes – 8 August, 2019

Minutes of the Directors' meeting of the Scottish Sports Council Trust Company (the "**Company**") held on 8 August 2019 at **sportscotland** National Centre Glenmore Lodge, Aviemore, Inverness-shire, PH22 1QU at 09:00a.m.

Present

Ms Frances Wood, Director ("**Chair**")
Ms Pamela Woodman, Director ("**Vice Chair**") (via teleconference)
Mr David Rhoney, Director ("**Mr Rhoney**")
Ms Jane Booth, Director ("**Ms Booth**")
Ms Kirsty Garrett, Director ("**Ms Garrett**")
Ms Kay Morrison, Director ("**Ms Morrison**")
Ms Susan Sandilands, Director ("**Ms Sandilands**")
Ms Kirstie Hepburn, Director ("**Ms Hepburn**")

In Attendance

Mr Forbes Dunlop, Chief Operating Officer, **sportscotland** ("**Mr Dunlop**")
Mr Bill Menzies, Financial Accountant, **sportscotland** ("**Mr Menzies**")
Mr Shaun Roberts, Principal, Glenmore Lodge National Centre ("**Mr Roberts**")
Mr Barry Fleeting, Head of Centre, Cumbrae National Watersports Training Centre
and Inverclyde National Sports Centre ("**Mr Fleeting**")
Mr Stuart Ogg, Project Adviser, **sportscotland** ("**Mr Ogg**")
Mr Iain Sherrington, Head of Training & Deputy Principal ("**Mr Sherrington**")

Secretariat

Mr Christopher Knudsen, Company Secretary ("**Mr Knudsen**")

Apologies

Mr Dilawer Singh MBE, Director ("**Mr Singh**")
Mr Stewart Harris, Chief Executive, **sportscotland** ("**Mr Harris**")
Mr Neville Cobb, Head of Finance, **sportscotland** ("**Mr Cobb**")

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**").

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. Apologies were received from Mr Singh and Mr Harris. Accordingly, the Chair declared the meeting open and welcomed Ms Hepburn to the meeting.

The Chair proposed the appointment of Ms Hepburn as a Director of the Company and this appointment was unanimously agreed by the Board. Ms Hepburn confirmed her acceptance of the role.

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. Chair – sportscotland update

The Chair presented the main points to the Board from the previous meeting held on the 26th June 2019, including:

- Discussion around the challenges facing local authorities in Scotland;
- The appointment of three new members to the **sportscotland** board, those being Maureen Campbell OBE, Mark Munro and Scott Lindsay;
- The resolution reached between **sportscotland** and Scottish Government in terms of the National Lottery underpin;
- The presentation on changing lives from Active Stirling; and
- Confirmation the 2018/19 annual report is due to go to the **sportscotland** Board at the next meeting.

THE BOARD NOTED the update from the Chair.

4. Minutes of the Previous Meeting

THE BOARD APPROVED the minutes of the previous meeting held on 9 May 2019 subject to the following adjustments:

- Under agenda item 6, the words ‘*the other 28*’ are deleted and replaced with ‘*all*’.
- Under agenda item 7, reference to the business plans for Glenmore Lodge and Inverclyde are amended from ‘*2019-20*’ to read ‘*2019-21*’.

The minute was moved by Ms Sandilands and seconded by Ms Morrison.

5. Matters Arising and Sector-Specific Training/Events of Interest

Ms Morrison requested further clarity on a previous matter raised regarding equalities and **sportscotland**’s Corporate Strategy.

Ms Booth and Ms Garrett provided an update on future events of interest.

THE BOARD NOTED the previous actions tabled.

For Discussion

6. Cumbrae National Centre Review Update – Barry Fleeting and Stuart Ogg (Presentation)

This agenda item was marked as **official sensitive**.

Mr Fleeting and Mr Ogg jointly presented to the Board the Cumbrae National Centre Review Update.

Mr Fleeting highlighted to the Board the current stakeholder engagement process and communications strategy. Mr Fleeting thereafter discussed the role of Cumbrae National Centre and reiterated the objectives of the review. Mr Fleeting also brought to the Board's attention further points of commercial awareness, namely the Ayrshire Growth Deal and the Year of Coast and Waters 2020.

Mr Ogg provided further strategic context around the topics of short-term actions, review methodology, current performance and trends in water sports. Mr Ogg also discussed the consultation feedback received.

Mr Ogg presented each option to the Board in detail which were discussed in detail by the Board.

Mr Ogg concluded the presentation by explaining the recommendations within the board paper.

In considering the options the Board discussed the following topics:

- The structure, partnership and operation of the recommended option;
- The Islands Impact Assessment;
- The importance of staff expertise and knowledge;
- Support mechanisms for staff;
- Outstanding actions in relation to the recommended option around financial planning and feasibility;
- The sustainability of the recommended option;
- The future consultation process;
- Management of the fleet; and
- Use of residual money as a result of the recommended option.

THE BOARD NOTED the content of the presentation and the Chair thanked Mr Fleeting and Mr Ogg for their presentation to the Board.

After discussion **THE BOARD** unanimously **APPROVED** the recommendation set out in 30.1 within the report.

Thereafter, **IT IS RECORDED THAT** the Chair and Ms Sandilands declared a conflict of interest in terms of any discussion and decision making around use of residual funds as a result of implementing the recommended option. **THE BOARD AGREED** to record this as a Level One conflict of interest and the Vice Chair took forward this discussion following the Chair's withdrawal from this matter. **THE BOARD FURTHER AGREED** to request of the **sportscotland** Board that any savings are reinvested in addressing the aims of the Trust

Company, recognising that the updated Corporate Strategy for **sportscotland** gives priority to outdoor and adventure sport. The Vice Chair withdrew.

Subsequently, the Chair raised the matter of the final two recommendations. **THE BOARD** unanimously **AGREED** to approve both recommendations set out in 30.2 and 30.3.

7. National Centre Quarterly Reports:

7.1 Trust Company Financial Overview 2019 Q1 – Bill Menzies

Mr Menzies presented to the Board an overview of the Trust Company's financial standing for Quarter 1 within the year 2019, highlighting that:

- Capital funding forms part of the Business Plan review; and
- Cumbrae and Glenmore Lodge have had a difficult trading period, mitigated by controlled expenditure.

Mr Menzies noted that **sportscotland** continued to support the work of the Trust Company in helping to deliver key elements of the corporate strategy and would continue to provide investment funding.

The Chair thanked Mr Menzies for his overview.

THE BOARD NOTED the contents of the report.

7.2 Glenmore Lodge – Shaun Roberts

Mr Roberts provided a report to the Board on Quarter 1 of the 2019 financial year. Mr Roberts clarified to the Board that Glenmore Lodge are being proactive about winter income figures.

Mr Roberts provided an update to the Board on two historic incidents concerning the national centre.

THE BOARD NOTED the contents of the report.

7.3 Inverclyde & Cumbrae – Barry Fleeting

Mr Fleeting provided a report to the Board on Quarter 1 of the 2019 financial year. The Board commended the positive feedback received in relation to national centre staff. **THE BOARD NOTED** the contents of the report.

8. Annual Accounts – Bill Menzies

Mr Menzies presented to the Board the Annual Report and Financial Statements of the Trust Company for the year 2018-19. Mr Menzies confirmed this agenda item had previously been discussed at the Trust's Audit Committee.

Mr Menzies highlighted the pension adjustment to the Board. Mr Menzies also discussed the increase of total income to £7.7 million and increase of total expenditure to £8.7 million. Mr Menzies clarified the actuarial loss sits at £526k but advised the Board that this figure fluctuates each year.

Mr Menzies discussed the Balance Sheet and highlighted the reduction in stock as a result of the write-off of equipment as required by the auditor to align with best accounting practice.

Mr Menzies asked the Board to note the reserves.

The Chair thanked Mr Menzies for his presentation and asked the Board to approve the Annual Report and Financial Statements as noted.

THE BOARD APPROVED the Annual Report and Financial Statements.

9. Skills Matrix of Trust Company Directors – Forbes Dunlop

Mr Dunlop presented the skills matrix to the Board. The Board noted the areas of outdoor and adventure sports, further and higher education, para sport and corporate governance as opportunities to strengthen the capabilities of the Trust Company Board.

THE BOARD NOTED the contents of the report and **AGREED** Mr Dunlop would now progress the recruitment of new Directors.

The Chair thanked Mr Dunlop for his presentation.

THE BOARD NOTED

For Information

10. Corporate Risk Register – Barry Fleeting and Shaun Roberts

THE BOARD NOTED the contents of the report and that the Corporate Risk Register would be reviewed in Quarter 3.

Other

11. Any Other Business

THE BOARD NOTED Ms Woodman's request to step down as Vice Chair and **AGREED** to seek indications of interest for a successor to the position prior to the next meeting.

THE BOARD AGREED to review the purpose of the National Centres at a future meeting and to ascertain whether a joint discussion could be held with the **sportscotland** board in December 2019.

12. Date of Next Meeting:

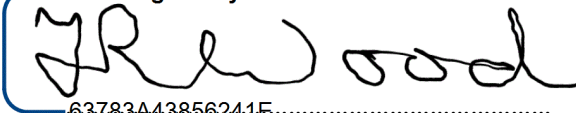
14 November 2019,
at Inverclyde National Centre.

13. Future meeting dates for 2020:

6 February 2020 - Stirling
7 May 2020 – Inverclyde
6 August 2020 – Glenmore
12 November 2020 – Inverclyde

ACTION LIST

Item	Who is responsible?	Action	Comments
7	Mr Roberts and Mr Fleeting	Equalities and Inclusion Update	February 2020

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Chairperson