

The Scottish Sports Council Trust Company

SSCTC(BM) 3/2018

Company No. SC137068

Charity No. SC020175

Minutes – 9 August 2018

Minutes of the Directors' meeting of the Scottish Sports Council Trust Company (the "**Company**") held on 9 August 2018 at National Training Centre, Glenmore Lodge, at 9 a.m.

Members

Ms Frances Wood, Chair
Ms Jane Booth, Director
Mr David Rhoney, Director
Ms Susie Sandilands, Director (**by phone**)
Mr Dilawer Singh MBE, Director
Ms Pam Woodman, Director

In Attendance

Mr Stuart Ogg, Director of Corporate Services
Mr Neville Cobb, Head of Finance and Governance
Mr Shaun Roberts, Principal, Glenmore Lodge National Centre
Mr Barry Fleeting, Head of Centre, Inverclyde & Cumbrae National Sports Centres
Mr Graeme Crawford, Facilities Manager, Inverclyde & Cumbrae National Sports Centres
Mr Doug Cooper, Chief Instructor, Glenmore Lodge National Centre

Secretariat

Ms Alison M Gallacher, Legal Manager

Apologies

Ms Kelsey Blemings, Director
Ms Kirsty Garrett, Director
Ms Kay Morrison, Director
Mr Stewart Harris, Chief Executive

1. Welcome, Notice, Quorum and Apologies

The Chair welcomed everyone to the meeting. 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.

She commented on the very enjoyable and informative corporate planning discussion held the evening before and facilitated by Ann Dougan from the Strategic Planning team. Ms Dougan will incorporate the output from the session into the consultation feedback being gathered as part of the **sportscotland** corporate planning process.

Apologies were noted from Ms K Morrison, Ms K Blemings, Ms K Garrett and Mr S Harris

2. New Board Member

Ms Susie Sandilands was unanimously co-opted as a **sportscotland** Director to the Trust Company.

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. Chair – sportscotland update

The Chair gave a brief report on business from the recent **sportscotland** Board.

5. Minutes of the Meeting held on 3 May 2018

The Board confirmed that the minutes of the meeting held on 3 May 2018 were approved subject to (i) the amendment that the number of current Directors referred to in Section 1 is changed from nine to eight and the number of Directors including Ms Sandilands is changed from ten to nine; (ii) and other minor amendments noted and updated on the document.

6. Matters Arising and Sector Specific Training/Events of Interest

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.

There were no matters arising.

Ms Booth had information about relevant events that she agreed to circulate.

7. Vice Chair Election

It was unanimously agreed that Ms Woodman be appointed as Vice Chair

For Discussion

8. Cumbrae Review Progress Update

Mr Fleeting introduced the paper which provided a progress update on the short term actions and identified longer term options for Cumbrae.

The quality and clarity of the paper were noted and a number of points were discussed.

Mr Fleeting confirmed that the potential cost savings of a winter closure were being considered for this winter.

Mr Ogg confirmed that, in connection with political and reputational risks, discussions had been held with North Ayrshire Council, who confirmed a preference for the Centre to continue operating but recognised the need to take account of financial constraints.

Mr Cooper confirmed that the current water sports trends indicated growth in paddleboarding and "sit on tops".

Board members noted the need for the Centre to be flexible to adapt to the changes in the sporting and economic environment and to continue to support the development from these trends and changes in demand.

Mr Ogg and Mr Fleeting were thanked for their ongoing work on this project and asked to provide a further update at the next Board meeting with a focus on the options for the Centre.

Action: A further update to be provided to the November Board Meeting

9. Trust Company: Long Term Capital

Messrs Roberts, Fleeting and Crawford delivered an informative presentation on the longer term capital plans for the Centres, highlighting the current facilities available and longer term opportunities.

Mr Crawford explained that up to £750k had been spent at Inverclyde on new infrastructure for gas, electricity and sewers and that a new suite of operating policies had been introduced.

The team explained that, as part of **sportscotland's** Estates Strategy, they were preparing an estates plan for each National Centre to ensure that they are well maintained and supported by realistic maintenance budgets.

In response to a query regarding accessible parking. Mr Crawford explained that at Inverclyde as well as meeting the minimum legal requirement, a row of extra wide spaces had been created at Inverclyde which could be designated as additional accessible spaces as and when required to meet the needs of particular customer groups.

Mr Roberts explained that the Glenmore Lodge private water supply comes from a burn above the site and that some of the infrastructure around the water supply and sewer pump system is aging.

Mr Ogg explained the current funding situation of Scottish Government capital and how this had reduced in recent years, which potentially has placed pressure on the maintenance of the **sportscotland** estate. Further, it was noted that there was pressure on the small maintenance teams at each site to keep the sites operational whilst achieving best value for money.

Mr Crawford explained that the 'snagging's' process at Inverclyde was still ongoing, some 16 months after completion with the 12 month defects liability period ending in April 2018. Future maintenance budgets will be reviewed to ensure these are adequate to maintain the new buildings and facilities.

The Board asked about imminent capital investment plans and Mr Roberts explained that the National Centres were preparing more detailed plans for the November business planning process.

It was noted that the new entrance porch for Glenmore Lodge was not as wheelchair accessible as originally intended and the Centre team would look at options for improvement.

Action: An electronic copy of the presentation delivered at the meeting will be circulated to all Board members.

10. National Centre Quarterly Reports

Finance Report for three months to 30 June 2018

Mr Cobb noted that it had been a challenging first quarter and that he had spent time with the Mr Roberts and Mr Fleeting and then with Mr Harris and Mr Ogg to review the plans to manage the deficit at all sites.

The Board noted the actions being taken and asked about trends in courses, particularly the level of course cancellations, the viability of some courses and how these informed the decisions about the type of courses being provided. It was noted that there was an ongoing exercise by the National Centres to provide segmentation analysis of course costs as part of business planning for 2019-20.

Glenmore Lodge

Mr Roberts commented that Glenmore Lodge had been late in getting some of its courses onto the website and that this may have impacted on first quarter trading. He noted that they were developing a three year programme of courses which should improve website availability.

Inverclyde

Mr Fleeting noted that the team was focused on growing revenue and whilst they were ahead of the previous year, they were below the budget for the first quarter of 2018-19.

The potential accident claim was discussed, and the Board was advised of further communications between legal representatives.

Cumbræ

Mr Fleeting commented that the Cumbræ review was considering the trading for the year of date and this would feed into the short and longer term options being considered.

For Decision

11. Annual Report and Accounts for 31 March 2018 and the Letter of Representation

Mr Cobb provided an overview of the final draft annual report, noting that Scott-Moncrieff had produced an unqualified audit report.

The Chair noted that the Trust Company Audit Committee had reviewed the Accounts and Audit Findings with the Auditors and that the draft Minutes of the Audit Committee were included in the Board pack. One correction was noted as Ms Booth was not able to attend the Audit Committee meeting.

One correction was noted on page 27 regarding expenses.

The Board unanimously approved the audited accounts and the Letter of Representation.

Action – Draft Minutes to be updated as noted above and finalised. Correction to be made on page 27 of Accounts regarding expenses prior to signing.

12. Draft Trust Company Audit Committee Minutes 18 June 2018

The Board noted the Minutes.

For Information

13. Directors and Officers' Liability Insurance

The Board noted the contents of the paper and the advice that there was no need to secure Directors' and Officers' Liability insurance.

It was confirmed that this was because the Trust Company is a body sponsored by the Scottish Government and as such, in accordance with the provisions of the Scottish Public Finance Manual, "Relevant claims established against board member will therefore be met from funds provided by the Scottish Ministers".

14. Corporate Risk Register – Trust Company

The Board noted that, as per the actions from the February 2018 Board meeting, a Trust Company Risk Register had been prepared and would be maintained and monitored by the National Centres' Management team.

15. Data Profiling: Indicators/Outcomes Update

The Board noted the report and confirmed with management that a register of processing activities was being maintained and that Terms and Conditions had been updated to meet the requirements of the GDPR.

16. Any Other Business

Stuart Ogg is scheduled to retire on 31 October 2018 and the Chair, on behalf of the Board, thanked him for all the work he had done for the development of the Trust Company.

17. Date of next Meeting **8 November 2018 at Largs**

18. Dates of 2019 Meetings **To be confirmed**

James E Wood

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 was arranged for August meeting. Done.
Actions from May 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 follow 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
Actions from August 2018 Meeting			
10.	Mr Fleeting/ Mr Roberts	Copy of Long Term Capital presentation to be circulated	To be sent.
12	Mr Cobb/ Ms West	Draft Minutes to be updated as noted above and finalised. Correction to be made on page 27 regarding expenses prior to signing.	Completed

Proposed topics for future Trust Company Board Meetings

	Date	Venue	For Discussion	For Information	Paper	Presentation	Lead	Comment
4	8 Nov.	Inverclyde	Equality and Inclusion (plus Corporate Parenting)		Yes	Yes	SR	Head Office presentation followed by Trust Co. contribution presentation