

**The Scottish Sports Council Trust
Company**

SSCTC(BM)4/2015

SC137068

Minutes – 01 October 2015

Minutes of the directors' meeting of the Scottish Sports Council Trust Company (the "**Company**") held on 01 October, 2015 at sportscotland Institute of Sport, Airthrey, Stirling, FK9 5PH at 11.00am.

Present

Mr David Gass (the "**Chair**")
Mr Ross McMillan (Director) ("**Mr McMillan**")
Ms Jane Kerr (Director) ("**Ms Kerr**")
Ms Pam Woodman (Director) ("**Ms Woodman**")
Ms Jane Booth (Director) ("**Ms Booth**")
Mr David Rhoney (Director) ("**Mr Rhoney**")
Mr Dilawer Singh MBE (Director) ("**Mr Singh**")
Ms Kay Morrison (Director) ("**Ms Morrison**")

In Attendance

Neville Cobb, Head of Finance ("**Mr Cobb**")
Stewart Harris, Chief Executive ("**Mr Harris**")
John Kent, Principal, Inverclyde National Sports Centre ("**Mr Kent**")
Stuart Ogg, Director of Corporate Services ("**Mr Ogg**")
Shaun Roberts, Principal, Glenmore Lodge National Centre ("**Mr Roberts**")

Secretariat

Ms Jennifer Edmonstone, Company Secretary ("**Ms Edmonstone**")
Mr Michael Lyner, Trainee Solicitor (on secondment), Wright, Johnston and Mackenzie LLP ("**Mr Lyner**")

Apologies

Ms Mags Duncan (Director) ("**Ms Duncan**")
Professor Grant Jarvie (/ "**Professor Jarvie**")
Ms Emma Lax (Director) ("**Ms Lax**")

1. Chair

As per Article 35 of the Articles of Association, **sportscotland** nominated David Gass as Director, to be Vice Chair of the Board. Professor Jarvie, the usual Chair, was absent and therefore, Mr David Gass, Vice-Chair, presided as Chair (the "Chair") of the meeting as per Article 18 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 of the Articles. Apologies were received from Ms Duncan, Ms Lax and Professor Jarvie. Accordingly, the Chair declared the meeting open.

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. Business of the Meeting

The Chair reported that the business of the meeting was to consider:

- Ordinary Resolution – Article 25 of the Articles of Association
- Minutes of the previous meeting held on 04 August, 2015
- Matters arising
- Trust Company Strategic Statement – Common Outcomes
- Trust Company Financial Overview Quarter 1 2015/16
- Glenmore Lodge Quarterly Report
- Inverclyde Quarterly Report
- Cumbrae Quarterly Report and
- Inverclyde Project – progress update.

5. Ordinary Resolution – Article 25 of the Articles of Association

Ms Edmonstone tabled an ordinary resolution to the meeting that had been circulated to **sportscotland** as a member of the Company.

The Company had a requirement to increase its number of Directors. In order to do so, the following occurred:

- 1) The Company advertised widely for new Directors;
- 2) The applications were shortlisted by the Chair (Professor Grant Jarvie) and Stuart Ogg, Director of Corporate Services, **sportscotland**
- 3) Interviews took place on 27 August, 2015, run by the Chair and Stuart Ogg, Director of Corporate Services and

- 4) Four individuals had the relevant skills and expertise for the role as Director and were duly proposed..

The Chair reported that the following resolution was to be considered and duly voted upon:

"Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company have required the directors of the Company to propose that the following resolution is passed as an ordinary resolution ("Resolution").

ORDINARY RESOLUTION

IT WAS RESOLVED THAT:

Pursuant to Article 25 of the Company's Articles of Association, that the following individuals be appointed as directors of the Company for a term of four years from 01 October, 2015 until 30 September, 2019. Those to be appointed as directors are:

- David Rhoney
- Dilawer Singh
- Jane Booth
- Kay Morrison"

Following careful consideration IT WAS RESOLVED that the ordinary resolution be and is hereby approved by the member of the Company, **sportscotland**. The Chair instructed Ms Edmonstone to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House.

Action:-

Ms Edmonstone to administer the appointment of the new directors.

6. Minutes of the Meeting held on 04 August, 2015

- *Agenda Item 6 – to invite the board to attend the December all staff training day*

Mr Roberts invited the Directors to the event on 11 December 2015.

- *Agenda item 8 – to make links with other similar organisations working on their operational processes for major projects*

Mr Kent and team are making links with other organisations and visiting other sites including Lilleshall (National Sports Centre in England) and Sophia Gardens (Sport Wales' National Centre). The hope is also to visit Stoke Mandeville.

- *Agenda item 12 – to work with the Inverclyde team to research whether funding is available from other sources*

The team will continue to investigate opportunities to identify others sources of funding with advice from the newly appointed Head of Communications to confirm which organisations could be approached.

- *Agenda item 12 – to work with Inverclyde/Cumbrae Team to get a better understanding of disability sailing.*

Cumbrae staff are attending an awareness day about disability sailing.

- *Agenda item 13 – Lessons learned from the Inverclyde Project to continue to be shared amongst the centres.*

In progress.

The Chair reported that the minutes of the directors' meeting held on 04 August 2015 were correct and that no other issues arose from those minutes.

For Discussion

7. Trust Company Strategic Statement – Common Outcomes

The centres are having regular meetings to share ideas.

This document is to align with the **sportscotland** Corporate Plan and for the Principals to report against on a quarterly and annual basis.

The Board noted some spelling and grammatical errors. The Board felt more work was required to ensure that the strategic context reflects that the Trust Company is a wholly owned subsidiary of **sportscotland**. The recommendations included noting:

- The pathways
- the historical context
- the strategic direction
- the aspirations and
- the working relationship between the two entities, defining exactly what the role of a Director is.

The Board were keen to know how they can further contribute to **sportscotland's** objectives. Mr Harris was clear that the Board offer value by scrutinising and challenging processes.

Actions:-

If there are further comments on this document, the directors should email Mr Ogg or Ms Edmonstone and time would be allocated at the next Trust Board for final discussion and agreement on this document.

Memorandum of Understanding between sportscotland and the Trust Company to be updated.

8. Trust Company Financial Overview Quarter 1 2015/16

Mr Cobb provided an update and explained how the Trust Company fits into **sportscotland** financially, for the new directors. There are three main forms of investment in the National Centres.

- 1) An annual investment is made in the National Centres, which is agreed at the start of the year as part of the annual budgeting process. This contributes to the revenue costs of providing outcomes which are directly related to the delivery of the sportscotland Corporate Plan.
- 2) A separate Investment stream is used to address key maintenance requirements and actions needed to meet health and safety requirements.
- 3) A large element of the capital allocated to sportscotland by the Scottish Government is invested in National Centre capital projects such as the Inverclyde project, replacement of workboats at Cumbrae and the new cycle maintenance facility at Glenmore.

Mr Cobb noted the negative variance in the most recent composite financial report. This was due to the voluntary severance programme at Inverclyde to help manage staffing levels during the transition period. He indicated that this will help show savings in costs during the next financial year. Finally, he noted that the income was higher than budgeted at the beginning of the year.

9. Glenmore Lodge Quarterly Report

There have been positive variances. One of the larger projects is the redevelopment of the North Wing. A preferred bidder has been chosen for this work, which should be completed in January, 2016.

A recent visit from the Minister for Sport, Jamie Hepburn, was well received.

The use of freelance instructors was discussed and the potential risk of relying on relatively few key professionals. It was confirmed that there are several people who can carry out the different roles and that there is no reliance on just one person to provide a particular service.

Currently considering new sponsorship requirements and working with the appropriate departments. It was noted that putting in place new sponsorship deals can take up to 18 months.

10. Inverclyde Quarterly Report

The risks, particularly the current health and safety risks, are being managed.

Ms Kerr explained that she had attended the meeting to let the Inverclyde Gym members know that the fitness suite facility would be closing due to the nature of the selected design for the new Inverclyde project. The Board asked if there was confidence that previous members would return to the fitness suite in future. It is hoped that the excellent standard of equipment would be attractive. Mr Ogg confirmed that the business plan which had helped secure the additional investment in Inverclyde would see the focus on national level organisations roles including being the focus for sports without a national base elsewhere, supporting major events alongside Cumbrae and accommodating para-sports on top of the existing customer groups which were schools, regional activities of other major sports and clubs. The local community used the Centre and this is expected to continue, however it was noted that this was not the primary focus for Inverclyde given the role of the local authority.

The importance of having a strong communications plan is key. In general, it was noted that there is strong local and political support for the Inverclyde project.

It was agreed that for the works at this stage there is more of a local interest in the implementation of the Inverclyde project in terms of communications, although it was acknowledged there would be wider interest as the project progresses.

The Board asked for further alignment within the board papers to see user figure trends against what was predicted. This will be easier now as Inverclyde and Cumbrae will be using the same booking system as Glenmore Lodge.

In the context of the future plans for Inverclyde, the Board wanted to acknowledge the exceptional service which the staff at the Centre have provided to customers in the past and the importance of maintaining that quality throughout the transition phase and beyond. This was seen as a critical success factor for the future of the Centre.

Action:-

Mr Kent to pass on the Board's feedback to Inverclyde staff.

11. Cumbrae Quarterly Report

Bookings slowed in the second and third quarters of 2014.

A breakwater consultant has been engaged to provide breakwater options and associated costs. The Board queried whether joint ownership might be an option and working in partnership with other organisations.

Online booking is available now.

Mention was made of Dan Smith, Clipper Skipper who is on a career break. Cumbrae are being paid for providing his services.

It was noted that the new Marketing Manager has made a positive impact.

12. Inverclyde Project – progress update

An employer's agent and a principal designer have been engaged to assist with the delivery of the Inverclyde project.

Key dates currently are as follows:-

- 29 September 2015 – building warrant
- 09 October 2015 – current letter of intent ends
- Mid October 2015 – planning application, which will place the design in the public domain
- End of October 2015 – full contract will be signed
- 09 January 2017 – 'beneficial' access
- 16 February 2017 – 'sectional' completion
- Early April/ end of April 2017 –completion

The Trust Company has access to funds for the project as and when required.

The Board agreed that on-going communication with staff and the public during the development was very important.

The relationship with North Ayrshire Council continues to evolve. It was also noted that contact would be made with EventScotland to highlight the availability of the Centre for events now that the outline timetable for the development had been established with the preferred bidders. In this respect it was noted that UK Boccia had booked in for a 2017 event.

Actions:-

Report update on stakeholder communications to the Board.

Review and update reports to reflect sportscotland measures.

13. Close of Meeting

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



.....
Chairperson



ACTION LIST

Item	Who is responsible?	Action	Comments
5	Ms Edmonstone	Administer the appointment of the new directors.	Complete
7	All	If there are further comments on the Trust Company Strategic Statement – Common Outcomes document, email Mr Ogg or Ms Edmonstone.	
7	Organisers of next meeting	Time will be allocated at the next Trust Board meeting for final discussion and agreement on the Trust Company Strategic Statement – Common Outcomes document.	
7	Legal	Memorandum of Understanding between sportscotland and the Trust Company to be updated.	
10	Mr Kent	Pass on the Board's feedback to Inverclyde staff.	Complete
12	Mr Kent	Report update on stakeholder communications to the Board.	In Project Inverclyde paper
12	Mr Ogg / Mr Kent	Review and update reports to reflect sportscotland measures.	to be implemented for new reporting year 2016/17.