

**The Scottish Sports Council Trust
Company**

SSCTC(BM)3/2016

SC137068

Minutes – 20 June, 2016

Minutes of the directors' meeting of the Scottish Sports Council Trust Company (the "**Company**") held on 20 June, 2016 via teleconference, at 1715.

Present

Professor Grant Jarvie (Director) ("**the Chair**")
Ms Jane Booth (Director) ("**Ms Booth**")
Ms Jane Kerr (Director) ("**Ms Kerr**")
Mr David Rhoney (Director) ("**Mr Rhoney**")

In Attendance

Ms Louise Harrison, Legal Counsel ("**Ms Harrison**")

Secretariat

Ms Jennifer Edmonstone, Company Secretary ("**Ms Edmonstone**")

Apologies

Ms Mags Duncan (Director) ("**Ms Duncan**")
Mr David Gass (Director) (the "**Mr Gass**")
Mr Ross McMillan (Director) ("**Mr McMillan**")
Ms Kay Morrison (Director) ("**Ms Morrison**")
Mr Dilawer Singh MBE (Director) ("**Mr Singh**")
Ms Pam Woodman (Director) ("**Ms Woodman**")

1. Chair

Professor Jarvie, presided as Chair (the "Chair") of the meeting as per Article 18 of the Company's Articles of Association (the "Articles").

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 Duncan, Mr Gass, Mr McMillan, Ms Morrison, Mr Singh MBE and Ms Woodman.

Ms Edmonstone confirmed that as per Article 33 of the Articles, the directors could "*otherwise regulate their meetings as they think fit*". In line with persuasive case law, this includes a teleconference, as long as:-

- the Chair ensures that all directors have the opportunity to contribute;
- the Chair can generally control the meeting as per a physical meeting;
- the Chair goes round each director individually enquiring whether they are for or against a particular resolution; and
- the minutes reflect that the meeting was conducted by conference call in accordance with the Articles.

Accordingly, the Chair declared the meeting open.

3. Interests in Proposed Transactions and Arrangements with the Company

Each director present confirmed verbally 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 Meetings held on 14 April, 2016

Due to the nature of this meeting, the Board Minutes from 14 April, 2016, together with the minutes from this meeting dated 20 June, 2016, would be taken to the next Board meeting on 02 August, 2016 for approval.

For Decision

5. Directors' Resolutions

The directors unanimously agreed the following:-

1. The Deed of Servitude to be granted by **sportscotland** in favour of North Ayrshire Council be approved and now executed by **sportscotland**;
2. The Licence for Works (electricity and water pipes) to be granted by **sportscotland** in favour of North Ayrshire Council with the consent of the Scottish Sports Council Trust Company be approved in principle and authority delegated to **sportscotland** to approve the works specification. Once the works specification is approved any one director of the Scottish Sports Council Trust Company has delegated authority to execute the licence; and

3. The Licence for Works (road construction) to be granted by **sportscotland** in favour of North Ayrshire Council with the consent of the Scottish Sports Council Trust Company be approved in principle and authority delegated to **sportscotland** to approve the works specification. Once the works specification is approved, any one director of the Scottish Sports Council Trust Company has delegated authority to execute the licence.

It is anticipated that the Licences will be ready later on in the year and Ms Edmonstone will inform the directors of any update on this.

Action:-

- Ms Edmonstone to inform the Board of any updates on the Licences for Works (electricity and water pipes) and (road construction).

Other Business

6. **Dates for future meetings**

- Tuesday, 02 August, 2016 – Glenmore Lodge at 1000
- Monday, 03 October, 2016 – Inverclyde at 1000

7. **Close of Meeting**

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	Ms Edmonstone	Inform the Board of any updates on the Licences for Works (electricity and water pipes) and (road construction).	