

The Scottish Sports Council Trust Company

SSCTC(BM)2/2016

SC137068

Minutes – 2 August, 2016

Minutes of the directors' meeting of the Scottish Sports Council Trust Company (the "**Company**") held on 2 August, 2016 at **sportscotland** National Centre, Glenmore Lodge, at 10:00am.

Present

Ms Mags Duncan, Director ("**Ms Duncan**")
Mr David Gass, Director ("**Mr Gass**")
Professor Grant Jarvie, Director ("**the Chair**")
Mr Ross McMillan, Director ("**Mr McMillan**")
Ms Kay Morrison, Director ("**Ms Morrison**")
Mr David Rhoney, Director ("**Mr Rhoney**")

In Attendance

Liz Belk, Events Coordinator ("**Ms Belk**")
Jenny Clarke, Operations Lead Manager ("**Ms Clarke**")
Lara Cooper, British Canoeing ("**Ms. Cooper**")
Emma Fairley, Events Coordinator ("**Ms. Fairley**")
John Kent, Principal, Inverclyde National Sports Centre ("**Mr Kent**")
April Law-Reed, Legal Manager ("**Ms Law-Reed**")
Bill Menzies, Financial Accountant ("**Mr Menzies**")
Stuart Ogg, Director of Corporate Services ("**Mr Ogg**")
Shaun Roberts, Principal, Glenmore Lodge National Centre ("**Mr Roberts**")
Dave Rossetter, Head of Paddling ("**Mr. Rossetter**")
Stuart Smith, SCA, CEO ("**Mr. Smith**")

Secretariat

Ms Liana Waclawski, Legal Officer ("**Ms Waclawski**")

Apologies

Ms Jane Booth, Director ("**Ms Booth**")
Mr Stewart Harris, Chief Executive ("**Mr Harris**")
Ms Jane Kerr, Director ("**Ms Kerr**")
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 Booth, Mr Harris, Ms Kerr, Mr Dilawer Singh MBE and Ms Woodman. As agreed at the previous Board, comments on the papers had been received from Ms Booth.

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. Minutes of the Meetings held on 14 April and 20 June 2016

Both sets of Minutes were approved by the Directors.

5. Matters Arising

- *Agenda Item 5 – Continue to develop a strategic statement to provide context for the three National Centres and Trust Company.*

The Directors were keen that a short update on the statement is presented at the October meeting.

- *Agenda Item 5 - Arrange for the appointment of new directors following an assessment of the skills required for the Board*

Mr. Ogg noted that the appointment of new Trust Company directors is being discussed and suggested that the positions be circulated through relevant networks.

- *Agenda Item 5 – Directors to comment on papers if unable to attend board meetings*

Ms Booth had offered comments to this meeting and all Directors are encouraged to continue this practice

- *Agenda Item 5 – Invite Mel Young to October 2016 Trust Board meeting*

It was confirmed that Mr. Young has been invited to the next meeting.

- *Agenda Item 6 – Annual presentation to the **sportscotland** Board on National Centres*

It was agreed that Mr Roberts could do this at the **sportscotland** board meeting in April 2017.

- *Agenda Item 6– John Kent to speak to Scottish Development International and Sail Scotland about Cumbrae*

Mr. Kent confirmed that this was complete and there was potential to form international links.

- *Agenda Item 6 - Continue to identify external funding for breakwater*

Mr Kent noted that this was continuing.

Action:

- **Finalise the strategic statement in relation work of three National Centres and the Trust Company for the October board meeting.**
- **Arrange for appointment of new Directors including assessing skills needed for the Board once new Trust Board Chair had been identified by sportscotland Board Chair.**
- **Presentation to the sportscotland Board on the National Centres in April 2017.**

For Discussion

6. Presentation on Glenmore Lodge ‘Campus’ Strategy – Presentation by GL Events Team

The Chair invited Ms. Belk and Ms. Fairley to join the meeting to present the events strategy and ‘campus concept, in particular:

- There had been some restructuring and the Glenmore Facilities team now report to Head of Operations.
- In relation to the campus concept, there are several key organisations already based on site, so this project is to build on this and develop a wider expert community. There is now a focus on raising the profile of Glenmore Lodge as an inspirational sports venue.
- It was noted that most events’ business comes from national governing bodies and other sporting bodies.
- Moving towards pro-actively seeking additional, relevant business while maintaining core business.

Directors welcomed the presentation. Directors were keen to explore the possibility of business from related activities during quieter periods, without distracting from the core business of training.

During discussion the Board agreed that it was important to ensure fixed costs were covered and that it was more important to see how value could be added rather than changing the actual costs being charged for courses.

Directors then discussed that the 'campus' approach should be reflected in the Trust Company strategic statement; also considering what access is offered to school groups and how this might tie in with Scottish Government Education Funding. Directors noted it should be considered whether anything that could be done to increase access for 'care experienced' young people.

Actions:

- **Reflect 'campus' concept in Strategy Statement**

7. Project Inverclyde Update Paper – Stuart Ogg

Mr. Ogg reported on the progress of the Inverclyde Project, showing photos of the building works and noting that overall the project was going well. The contracting process was underway for catering, cleaning and the golf course. The next steps will be to move the focus onto further developing the marketing plan. Directors noted the good progress being made and welcomed the design of the new building.

8. Annual Report and Accounts, together with Letter of Representation - Bill Menzies, Financial Accountant

The Chair noted that the 2015-16 accounts had previously been examined in detail and subsequently approved by the Trust Company Audit Committee. Mr. Menzies provided an overview of the Accounts and explained that overall the position was healthy.

Mr. Menzies provided an overview of the financial position. Overall staff costs were unchanged. There was an actuarial gain in relation to the pension, it remained fairly stable overall. There was a net increase in reserves of £3.8million. In relation to the Balance Sheet the trade debtors were down due to the slow down in business at Inverclyde resulting from the project work.

The Directors approved the Accounts and accordingly the Chair signed them and the Letter of Representation.

9 National Centre Quarterly Reports

9.1 Trust Company Financial 2015/16 – Bill Menzies, Financial Accountant

The overview report was noted by the Board.

9.2 Glenmore Lodge – Shaun Roberts, Principal, Glenmore Lodge

The next quarter, July and August look promising. The income was up due to events filling the slower periods. There is an ongoing transition from an agency approach to an 'employed' model for the catering/cleaning staff. Mr Roberts

noted that, having successfully completed a number of projects recently (such as the north wing), they are considering feasibility studies to identify areas for longer term development

Mr Roberts updated the Board regarding the Chalamain Gap incident as well as the subsequent event, both occurring in 2013. The Directors noted the lessons learned from these incidents and stressed the importance of keeping the Board abreast of these types of events and how the lessons learnt were being applied.

Mr Roberts noted that that Glenmore Lodge working with Sports Development team were continuing to work to find a resilient alternative to the mountain weather information service.

An internal working group has been established around the application of the recently bequeathed legacy fund. Directors keen that Mr Roberts progresses this work and provides terms of reference and next board meeting for awareness.

Action:

Terms of reference for grants under the legacy fund to the next board meeting for awareness.

8.3 Inverclyde – John Kent, Principal, Inverclyde and Cumbrae

Mr Kent noted that the income was down due to parts of the facility being closed to carry out the project works.

The Directors asked questions in relation to which parts of the centre were still open and usable during the works. Mr Kent explained that the works had been carried out at what was deemed the least disruptive time.

8.4 Cumbrae – John Kent, Principal, Inverclyde and Cumbrae

Mr Kent noted that the numbers were down due to the impact of other local clubs attracting the business and a reduction in school numbers attending. There had been a very successful 40th birthday celebration. Jane Booth, Director absent from the meeting, had attended the 40th and sent comments to attest to the success of the day.

The Directors discussed the possibility of using the booking system to forecast business and its use at Inverclyde. Directors also discussed the wider public interest in securing the breakwater at Cumbrae.

The Chair thanked the Principals for their reports.

10 Presentation on British Canoeing, Scottish Canoe Association and Glenmore Lodge as strategic partners - Lara Cooper (BC), Stuart Smith (SCA, CEO), Dave Rossetter (GL, Head of Paddling).

Ms Cooper, Mr Smith and Mr Rossetter were invited to the meeting and presented on British and Scottish paddle sport.

For Decision

11 Change of Company Secretary as per Article 30 of the Articles

In accordance with Article 30 of the Articles the directors of the Company resolved that Ms Waclawski having consented to act, be appointed as a Secretary of the Company with effect from the end of the meeting in place of Ms. Edmonstone who was about to go on maternity leave.

Action:

- **Ms Waclawski, as incoming Secretary, was instructed to arrange the necessary paperwork with Companies House.**

For Information

12 Any Other Business

Due to Ross McMillan's term as a Director of the Trust Company coming to an end, the directors formally offered thanks for his help in the governance and development of the Trust Company and, in particular, his recent advice regarding the Inverclyde Project.

Action:

- **Ms Waclawski to arrange for the necessary paperwork and Companies House administration in relation to Mr McMillan's term ending.**

13 Dates for future meetings

- **03 October, 2016 – Inverclyde at 10:30**

14 Close of Meeting

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

.....*David Goss*.....
Chairperson

ACTION LIST

Item	Who is responsible?	Action	Comments
5	Shaun Roberts / John Kent	Finalise the strategic statement in relation work of three National Centres and the Trust Company for the October board meeting. Also from the previous meeting an "Infographic" diagram of the 2015/16 work of Cumbrae. (JK)	Complete
5	Stuart Ogg	Arrange for appointment of new Directors including assessing skills needed for the Board once new Trust Board Chair had been identified by sportscotland Board Chair.	Discussions have taken place with the Chair of sportscotland regarding the appointment of a new Trust Company Chair. Recruitment process for new Trust Members will proceed once new Chair appointed.
5	Shaun Roberts / John Kent	Presentation to the sportscotland Board on the National Centres in April 2017.	To be finalised with Mel Young.
6	Shaun Roberts	Reflect 'campus' concept in Strategy Statement	Complete
8	Shaun Roberts	Terms of reference for grants under the legacy fund to the next board meeting for awareness.	Delayed due to staff absence (signed off following road bike accident)
11	Liana Waclawski	Ms Waclawski, as incoming Secretary, was instructed to arrange the necessary paperwork with Companies House	Complete
12	Liana Waclawski	Ms Waclawski to arrange for the necessary paperwork and Companies House	Complete

		administration in relation to Mr McMillan's term ending.	
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