



BOARD OF TRUSTEES

Paper 2 - Minutes of a meeting held on Tuesday, 5 April 2022

Present Andrew Burns (Convener), Debbie Adams, James Adams, Fiona Gillespie, Manish Joshi (via zoom), Adam Lang (via zoom, Pauline Lunn via zoom)

Apologies Sean Duffy, Ashley Ryan

In attendance

Anna Fowlie, David McNeill, Tim Hencher

1. Welcome and apologies

The Convener welcomed everyone to the meeting and noted Sean and Ashley's apologies. He also noted that Kenneth Pinkerton had resigned from the Board in January and recorded trustees' thanks to Kenneth for his great contribution over the past 3+ years.

2. Conflicts of interest

None declared.

3. Minutes of the last meeting

- Trustees approved the minute of the meeting on 15 February 2022
- Trustees approved the public version of the minute for publication on the website (no changes to the full minute)
- There were no matters arising not covered on the agenda or in the action logs
- Trustees noted the Board Action Log, agreeing that external validation of the self-evaluation against the Third Sector Governance Code was not required at this time.

4. Membership update

Trustees welcomed the report, noting that membership numbers and associated income had almost doubled since 2018. David noted that the more rigorous renewal process now underway might result in the number of small members reducing as we discover organisations that no longer exist.

5. Governance

- Anna updated the Board on progress in recruiting two new co-opted trustees, an additional vacancy having arisen through Kenneth Pinkerton's resignation. She had spoken with Livingston James, the recruitment consultant, and was encouraged that a good range of people had applied. The consultant was now making arrangements with Pauline Lunn, James Adams and Louise Macdonald (independent chair of the panel) to interview a shortlist of candidates.

The Convenor stressed the importance of making sure the new trustees were in place before the Board Strategy Day in June.

6. Update from the Strategic Resources Committee

Fiona introduced the papers, and **noted** that:

- The meeting had focused on the 2022/23 draft budget.
- Committee members had asked for a five-year forecast, acknowledging that it could not be precise at this stage. This had been circulated to the committee members and then included in the Board papers for item 7 below. The forecast was intended to surface the balance of income from grants compared to earned income to inform the scale of the task involved in filling the gap if/when grants came to an end.

Trustees noted the update and agreed that addressing financial sustainability should be an integral part of the review of the strategic plan.

7. Draft Budget 2022/23

Tim introduced the discussion, highlighting that the deficit was now much lower than originally forecast and, though not ideal, was manageable within current reserves.

Trustees discussed:

- The need for more clarity around the pipeline for increasing earned income
- Whether there was scope to expand Goodmoves' reach
- The need for a clear plan to address the deficit

- The impact on reserves, and restricted/unrestricted surplus should be clearer
- The importance of internal and external communications.
- The importance of being transparent and honest with staff
- Recognising that the external context for all organisations was uncertain and volatile at the moment and SCVO was not immune
- Whether the Scottish Government core grant was likely to continue
- Approaches to more in-depth financial analysis to offer trustees assurance

Decisions/Actions:

- The Board agreed the draft budget for 2022/23, with the caveat that the issues raised in the five-year forecast would be addressed
- AF would discuss extending Goodmoves' reach with colleagues in sister organisations
- AF
- A plan to address the deficit would be developed
- AF/TH/DM
- That plan would be baked into the discussion at the Board Strategy Day in June and the refresh of the Strategic Plan.
- AF

8. Cost of Living Award

Anna introduced the paper highlighting the current cost of living crisis and the trade union's opening position. Trade union reps had met with staff the day before but not yet fed back the outcome to management.

Trustees discussed:

- The context of the increase in national insurance combined with the sharp increase in the cost of living
- Whether it was appropriate to offer any pay increase, given the budget deficit
- While it might be desirable to offer more than 2%, it wasn't affordable in the current circumstances.

Decisions/Actions

The Board agreed a 2% cost of living award, effective from 1 April 2022. AF to update trustees as negotiations with the trade union progressed.

AF/TH

9. Update from the Strategic Development Committee

The meeting of the Committee had been cancelled due to several people having COVID. The main item for discussion had been a paper setting out the business development pipeline and potential income-generation opportunities. Trustees agreed that this discussion would be an important bridge between the work of the two committees and offer a way to take a more strategic approach.

Decision

DM and SD to arrange an earlier meeting of the committee than that planned for May.

DM

10. Strategic Plan 2019-22 – highlights of the year

AF introduced the report, which set out SCVO's achievements over the course of the last year. She drew attention to the breadth and scope of the work, the increased involvement with UK Government and the success of the mPower programme. mPower had been a cross-border social prescribing project with Ireland and Northern Ireland, funded through EU Interreg and was coming to an end in the summer. After a slow start, it had been very successful.

She also flagged that since the report had been written, SCVO had secured membership of the UK Government's Domestic Advisory Group for the Trade and Co-Operation Agreement with the EU, the other Scottish members being the Scottish Whisky Association and the Scottish Fishermen's Association.

The Board was happy with the report and agreed it provided a good foundation on which to build the refresh of the Strategic Plan.

11. Risk

No new or changed risks were identified in the meeting. The financial sustainability of SCVO is already flagged on the risk register.

12. AOCB

- Preparations for the Gathering were well underway. DM highlighted that pre-registration had opened that day and trustees agreed to promote through their own networks. FG also suggested that pro bono partners might also be prepared to highlight to their clients. Trustees also discussed their role at the Gathering and DM agreed to provide guidance.

Action

DM to provide information to trustees on their role at the DM Gathering

13. Next meetings

The next meeting will be part of the Board Strategy Day on Tuesday, 7 June 2022. The strategy day will start at 10.00 am with an optional dinner in the early evening. Venue to be confirmed, but likely to be in Edinburgh or Glasgow.

The following meeting will be on Tuesday, 4 October at 1.00 pm in the Mansfield Traquair Centre.